Exhibit B

MAYER · BROWN

Mayer Brown LLP 71 South Wacker Drive Chicago, Illinois 60606-4637

Main Tel +1 312 782 0600 Main Fax +1 312 701 7711 www.mayerbrown.com

Fern C. Bomchill
Direct Tel +1 312 701 7331
Direct Fax +1 312 706 8608
fbomchill@mayerbrown.com

December 2, 2011

Stephens Cori Capital Advisors 65 East 55th Street New York, NY 10022 Attn: Stormy Byorum

Group Metro
c/o Metro Country Club, S.A.
Av. 27 de Febrero #12
Santo Domingo, Dominican Republic
Attn: Carlos Contina, Chief Financial Officer

Re: Stephens Cori Capital Advisors and Group Metro

Dear Ms. Byorum & Mr. Cortina:

Attached hereto is a detailed billing for services in connection with the proposed high yield bond offering by Group Metro. As you will recall, this engagement was pursuant to an engagement letter signed by Stephens Cori Capital Advisors and Group Metro. As these fees and costs have been outstanding for quite some time, I would appreciate your prompt attention. Needless to say, if you have any questions, please do not hesitate to contact me.

Sincerely,

Fern C. Bomchill

Yew C. Brnekee

MAYER · BROWN

November 30, 2011

Invoice Number: 34409747

230 South LaSalle Street Chicago, IL 60604-1404

Main Tel: +1 312 782 0600 Main Fax: +1 312 701 7711 www.mayerbrown.com

Mayer Brown LLP

Stephens Cori Capital Advisors 65 East 55th Street New York, NY 10022 Attn: Stormy Byorum

Firm Tax ID No: 36-1447220

Group Metro c/o Metro Country Club, S.A. Av. 27 de Febrero #12 Santo Domingo, Dominican Republic Attn: Carlos Contino, Chief Financial Officer

For professional services rendered to Stephens Cori Capital Advisors and Group Metro in connection with the proposed high-yield bond offering by Group Metro

Fees \$2,700,452.50

Disbursements 152,131.95

Total Fees and Disbursements \$2,852,584.45

07008418 Stephens Cori Capital Advisers Group Metro

Page 2 Bomchill, Fern C.

<u>Date</u>	DESCRIPTION OF LEGAL SERVICES Timekeeper Name	· Usus
		Hours
05/05/07	Darrow, Peter V. Working on Indenture.	2.00
05/07/07	Dybner, Ariel Reviewed OM; discussed same with J. Preuss and C. Panaro.	3.75
05/07/07	Preuss, Jascha D. Reviewed PIK note precedents; started adding PIK language to offering memorandum. Reviewed accounts chart by C. Salas; phone conference with C. Salas and A. Dybner re: cash flow structure. Office conference with P. Darrow re: senior indenture, offering memorandum, cash flow structure, and PIK Notes.	10.75
05/08/07	Dybner, Ariel Reviewed OM; discussed same with J. Preuss and C. Panaro.	8,50
05/08/07	Preuss, Jascha D. Conference call with C. Salas and M. Orellana re: account structure. Phone conferences with S. Ankrom and M. Elmudesi re: business information for offering memorandum. Various email correspondences with MCC personnel re: agreements to be provided. Email to J. Barcelo re: assignability of construction contracts. Office conferences with C. Panaro re: subordinated indenture and A. Dybner re: offering memorandum. Amended form of subordinated note and offering memorandum with PIK language.	8.00
05/09/07	Darrow, Peter V. Working on documents.	6.00
05/09/07	Preuss, Jascha D. Office conference with P. Darrow re: revision of senior indenture. Email memo to J. Barcelo re: outstanding issues. Revisions to draft offering memorandum. Email correspondences with A. Dybner, C. Cortina and S. Ankrom re: outstanding due diligence issues. Reviewed / compared draft offering memorandum with Cap Cana offering memorandum.	5.75
05/10/07	Preuss, Jascha D. Various phone calls and email correspondences with MCC re: purchase and sales agreements. Phone calls and email correspondences with P. Darrow and A. Dybner re: various issues.	0.75
05/11/07	Darrow, Peter V. Revising indenture.	4.00
05/11/07	Preuss, Jascha D. Continued review and comparison of draft offering memorandum with Cap Cana precedent. Phone conference and offi0ce conference with P. Darrow re: senior indenture and offering memorandum.	1.25
05/12/07	Darrow, Peter V. Revising Indenture.	3.00
05/13/07	Preuss, Jascha D. Revised and amended draft senior indenture based on P. Darrow's comments.	4.50

07008418 Stephens Cori Capital Advisers Group Metro

Page 3 Bomchill, Fern C.

		•
<u>Date</u>	DESCRIPTION OF LEGAL SERVICES Timekeeper Name	<u>Hours</u>
05/14/07	Darrow, Peter V. Working on documents.	7.00
05/14/07	Dybner, Ariel Attended to real estate issues.	1.25
05/14/07	Preuss, Jascha D. Phone conference with C. Cortina re: various outstanding due diligence issues. Phone conference with J. Barcelo re: various outstanding due diligence issues and documents to be drafted. Office conference with L. Richbourg regarding and attention to board resolution precedents. Amended draft offering memorandum. Phone conference and various email correspondences with C. Salas re: meeting on 05/15 and conference call on 05/16.	8.75
05/15/07	Darrow, Peter V. Working on documents; telephone conferences with Stephens.	4.00
05/15/07	Dybner, Ariel Discussed OM and Release issues with J. Preuss and C. Panaro.	0.50
05/15/07	Preuss, Jascha D. Office conference with C. Salas and P. Darrow re: MD&A, account structure; revised draft offering memorandum and draft senior indenture; office conference with C. Panaro re: closing checklist; various email correspondences with MCC and J. Barcelo. Amended draft offering memorandum.	10.25
05/16/07	Darrow, Peter V. Working with J. Preuss, A. Dybner to revise indenture.	4.00
05/16/07	Dybner, Ariel Telephone call with J. Barcelo and C. Panaro; conference call regarding checklist; reviewed checklist.	2.50
05/16/07	Preuss, Jascha D. Conference calls with working group (Metro, Pellerano, Mayer Brown) re: various issues. Conference call with J. Barcelo re: various issues. Reviewed and revised draft offering memorandum.	5.25
05/17/07	Darrow, Peter V. Revising Indenture with J. Preuss.	5.00
05/17/07	Dybner, Ariel Attended to Resolutions and Greg Normon agreement.	1.00
05/17/07	Preuss, Jascha D. Amended and revised draft offering memorandum and senior indenture. Office conference with C. Salas and M. Orellana Various phone calls to J. Barcelo and MCC. Various email correspondences re: due diligence and related items.	11.50
05/18/07	Darrow, Peter V. Working on documents with J. Preuss and C. Panaro.	6.00

Page 4

07008418

Stephens Cori Capital Advisers Bomchill, Fern C. **Group Metro DESCRIPTION OF LEGAL SERVICES** Date Timekeeper Name **Hours** 05/18/07 Dybner, Ariel 2.25 Prepared summary of Greg Norman agreements; e-mails regarding MD&A with C. Salas; attended to resolutions with C. Panaro. 05/18/07 Preuss, Jascha D. 8.00 Reviewed and revised management bios and inserted Norman contract description into for draft offering memorandum. Attention to closing list and precedents of purchase agreement and trust account agreement. Office conference with P. Darrow re: aforementioned items. Various email correspondences with MCC and J. Barcelo. 05/20/07 Dybner, Ariel 1.50 Reviewed Promus Comfort letter; e-mails with P. Darrow, J. Preuss, C. Cortina and C. Salas regarding same; attended to management bios. 05/20/07 Preuss, Jascha D. 13.75 Reviewed, revised and amended draft offering memorandum and senior indenture (updated covenants, events of default and defined terms in both documents, added description of golf contracts, etc.) Reviewed and revised biographies of management. Various email correspondences and phone calls to team members with questions and draft bios. 05/21/07 Darrow, Peter V. 6.00 Working on sub debt terms and indenture. 05/21/07 Dybner, Ariel 1.00 Attended to Resolution. 05/21/07 Preuss. Jascha D. 4.25 Office / phone conference with P. Darrow and C. Salas re: coverage and collateralization ratio and related issues. Reviewed, revised and amended draft offering memorandum. 05/22/07 Dybner, Ariel 1.00 Discussed Indenture issues with J. Preuss; meetings with C. Panaro. 05/22/07 Preuss, Jascha D. 5.75 Revised and amended draft offering memorandum and indenture. Various email correspondences with C. Cortina and C. Salas. 05/23/07 Darrow, Peter V. 5.00 Working on subordination indenture. 05/23/07 Dybner, Ariel 4.50 Meeting with J. Alvarez, C. Cortina, C. Salas, N. Gill, L. Piscitelli and E. Sarria to discuss Indenture issues; discussed meeting with P. Darrow; discussed checklist with C. Panaro; telephone call with M. Orellano to discuss Deutsche Bank proposal. 05/24/07 Dybner, Ariel 4.50 Prepared Summary and Power Point Presentation for Wednesday meeting.

Page 5

07008418

Stephens Cori Capital Advisers Bomchill, Fern C. Group Metro DESCRIPTION OF LEGAL SERVICES Date Timekeeper Name Hours 05/25/07 Dybner, Ariel 4.50 Conference call: review indenture: review MD&A. 05/25/07 Preuss, Jascha D. 8.00 Received and reviewed draft security documents from J. Barcelo. Conference call with Stephens and MCC. Office conference with A. Dybner re: account structure. Revised and amended offering memorandum. Revised closing checklist. 05/27/07 Preuss, Jascha D. 3.25 Reviewed proposed account structure and revised accounts section in draft senior indenture. Darrow. Peter V. 05/29/07 6.00 Preparing for due diligence meetings in Mexico. 05/29/07 Dybner, Ariel 5.00 Reviewed checklist and MD&A; prepared changes to Greg Norman Agreement. 05/29/07 Preuss, Jascha D. 8.25 Office conference with P. Darrow re: various issues, Revised account structure in indenture, Email correspondence with C. Salas and J. Barcelo, and phone conference with J. Barcelo re: MCC agreements. Attention to conference call of 05/29. Drafted note purchase agreement. 05/30/07 Dybner, Ariel 6.00 Reviewed MD&A. Conference call re: checklist. 05/30/07 Preuss, Jascha D. 7.25 Phone conference with working group re: closing checklist and related issues. Various phone conferences with working group members. Continued drafting of note purchase agreement. Darrow, Peter V. 05/31/07 4.00 Working on new accounts structure & MD&A. 05/31/07 Dybner, Ariel 7.00 Reviewed MD&A. Attended to indenture and resolution issues. Calls with J. Preuss, M. Orellano, C. Panaro, P. Darrow. Newman, Richard M. 05/31/07 0.25 Telephone conference with J.Preuss regarding escrow account to hold bond funds prior to disbursement. 05/31/07 Preuss, Jascha D. 9.25 Various email correspondences with working group members re: to dos. Office conference with C. Panaro re: Closing Checklist. Various phone conferences with P. Darrow and A. Dybner re: issues relating to accounts, offering memorandum and senior indenture. Reviewed and amended markup of accounts section for senior indenture. Continued drafting of note purchase agreement.

07008418 Stephens (Group Met	Cori Capital Advisers ro	Page 6 Bomchill, Fern C.
	DESCRIPTION OF LEGAL SERVICES	
<u>Date</u>	Timekeeper Name	<u>Hours</u>
06/01/07	Darrow, Peter V. Working on OM, Indenture.	6.00
06/01/07	Dybner, Ariel Reviewed OM draft; discuss condo documents with C. Panaro.	3.00
06/01/07	Preuss, Jascha D. Office conference with P. Darrow re: and drafting and amending of accounts structure in Senior Indenture. Various email exchanges and phone calls with MCC and J. Barcelo re: various outstanding items.	6.50
06/03/07	Dybner, Ariel Reviewed draft of OM and MD&A.	3.50
06/03/07	Preuss, Jascha D. Revised and amended senior indenture.	7.75
06/04/07	Darrow, Peter V. Attending drafting session.	10.00
06/04/07	Dybner, Ariel Participated in meetings regarding Offering Memorandum.	14.50
06/04/07	Preuss, Jascha D. Office conference with Stephens, Metro Country Club teams and A. Dybner, F Darrow and C. Panaro. Drafting and revising of drafts of offering memorandur and senior indenture. Phone calls to Pellarano & Herrera; email correspondent with Metro staff.	n
06/05/07	Darrow, Peter V. Attending drafting session.	10.00
06/05/07	Dybner, Ariel Participated in drafting sessions; prepared MD&A.	12.50
06/05/07	Preuss, Jascha D. Office conference with Stephens, Metro Country Club teams, J. E. Alvarez, A Dybner, P. Darrow and C. Panaro. Drafting and revising of drafts of offering memorandum and senior indenture.	13.00
06/06/07	Darrow, Peter V. Attending drafting session.	6.00
06/06/07	Dybner, Ariel Drafting sessions.	16.25
06/06/07	Preuss, Jascha D. Office conference re: offering memorandum and MD&A, account structure. Drafting and revising of related documents. Various phone calls and email correspondence with team members; review of documents.	12.00
06/07/07	Dybner, Ariel Participated in drafting sessions; revised OM and MD&A discussed next steps with C. Panaro.	14.00 s

Page 7

07008418

Bomchill, Fern C. Stephens Cori Capital Advisers Group Metro **DESCRIPTION OF LEGAL SERVICES** Date Timekeeper Name **Hours** 7.00 06/07/07 Preuss, Jascha D. Office conference re: offering memorandum and MD&A, account structure. Drafting and revising of related documents. Various phone calls and email correspondence with team members; review of documents. 5.00 Darrow. Peter V. 06/08/07 Working on OM and Indenture. 0.25 06/08/07 Dybner, Ariel Responded to various e-mails with J. Barcelo and C. Corina. 0.25 06/09/07 Dybner, Ariel Attended to cap table. 0.25 **Dybner**, Ariel 06/10/07 E-mails with P. Darrow. 10.00 Darrow, Peter V. 06/11/07 Working on OM. 10.50 06/11/07 Dybner, Ariel Participated in drafting sessions. 8.00 Darrow, Peter V. 06/12/07 Working on OM. 8.50 06/12/07 Dybner, Ariel Participated in drafting sessions. 12.00 06/13/07 Darrow, Peter V. Drafting session on PPM. 11.00 06/13/07 Dybner, Ariel Participated in drafting sessions; discussed issues with L. Richbourg. 0.25 Lawlor, John F. 06/13/07 Call with Darrow. Schuette. 0.75 06/13/07 Richbourg, Luke Conference with P. Darrow and A. Dybner regarding structure. 12.00 06/14/07 Darrow, Peter V. Drafting session on PPM. 16.50 06/14/07 Dybner, Ariel Drafting session. 10.00 Darrow, Peter V. 06/15/07 Working on PPM. 9.25 06/15/07 Dybner, Ariel Attended drafting session. 1.00 06/15/07 Reisen, Natlee Meeting with A. Dybner regarding Metro Country Club's Private Placement Memorandum. Initial review of Private Placement Memorandum.

07008418 Stephens (Group Met	Cori Capital Advisers ro	Page 8 Bomchill, Fern C.
	DESCRIPTION OF LEGAL SERVICES	
<u>Date</u>	Timekeeper Name	<u>Hours</u>
06/18/07	Darrow, Peter V. Working on documents.	5.00
06/18/07	Dybner, Ariel Revised closing checklist; discuss note purchase agreements with P. Darrow, reviewed note purchase agreement; discussed assignment with N. Riesen.	6.00
06/18/07	Preuss, Jascha D. Reviewed and edited draft private placement memorandum. Email correspondence with A. Dybner re: status.	2.00
06/19/07	Darrow, Peter V. Reviewing/revising indentures to conform to PPM.	5.00
06/19/07	Dybner, Ariel Telephone calls with J. Preuss and N. Riesen.	0.50
06/19/07	Preuss, Jascha D. Office conference with P. Darrow re: update. Phone conference with C. Salas and Citibank re: account and trustee services.	3.00
06/19/07	Reisen, Natlee Telephone call with A. Dybner to discuss revision of company and subsidiary resolutions. Meeting with C. Panaro regarding resolutions. Review and compare Private Placement Memorandum with resolutions.	3.25
06/20/07	Darrow, Peter V. Meeting with J. Preuss, C. Panaro and N. Reisen to discuss issues relating to indenture and note purchase agreement; reviewing Cemex Note Purchase Agreement and other precedents; starting to draft NPA.	5.00
06/20/07	Dybner, Ariel Reviewed form of note purchase agreement; telephone calls with C. Panaro a J. Preuss; e-mails with C. Carma, J. Barcelo and J. Preuss.	3.00 and
06/20/07	Preuss, Jascha D. Office conference with P. Darrow, C. Panaro and N. Reisen re: Reg D private placement transaction structure. Email to working group with updated contact list. Drafted and amended Note Purchase Agreement.	
06/20/07	Reisen, Natlee Meeting with P. Darrow, J. Preuss, and C. Panaro regarding private placemer and draft of note purchase agreements. Review indenture. Review and revis resolutions for Metro Country Club. Review resolutions of subsidiaries and compare with Private Placement Memorandum.	
06/21/07	Darrow, Peter V. Working on Note Purchase Agreement; telephone conference with C. Salas regarding various issues.	4.00
06/21/07	Dybner, Ariel Prepared Las Olas Subordination Agreement; telephone call with C. Salas, J. Preuss and C. Cortina; discussed checklist items with C. Panaro; discussed	7.25

Exhibit B

MAYER BROWN

Mayer Brown LLP 71 South Wacker Drive Chicago, Illinois 60606-4637

Main Tel +1 312 782 0600 Main Fax +1 312 701 7711 www.mayerbrown.com

Fern C. Bomchill
Direct Tel +1 312 701 7331
Direct Fax +1 312 706 8608
fbomchill@mayerbrown.com

December 2, 2011

Stephens Cori Capital Advisors 65 East 55th Street New York, NY 10022 Attn: Stormy Byorum

Group Metro c/o Metro Country Club, S.A. Av. 27 de Febrero #12 Santo Domingo, Dominican Republic Attn: Carlos Contina, Chief Financial Officer

Re: Stephens Cori Capital Advisors and Group Metro

Dear Ms. Byorum & Mr. Cortina:

Attached hereto is a detailed billing for services in connection with the proposed high yield bond offering by Group Metro. As you will recall, this engagement was pursuant to an engagement letter signed by Stephens Cori Capital Advisors and Group Metro. As these fees and costs have been outstanding for quite some time, I would appreciate your prompt attention. Needless to say, if you have any questions, please do not hesitate to contact me.

Sincerely,

Fern C. Bomchill

ew C. Prochece

MAYER · BROWN

November 30, 2011

Invoice Number: 34409747

Mayer Brown LLP 230 South LaSalle Street Chicago, IL 60604-1404

Main Tel: +1 312 782 0600 Main Fax: +1 312 701 7711 www.mayerbrown.com

Firm Tax ID No: 36-1447220

Stephens Cori Capital Advisors 65 East 55th Street New York, NY 10022 Attn: Stormy Byorum

Group Metro
c/o Metro Country Club, S.A.
Av. 27 de Febrero #12
Santo Domingo, Dominican Republic
Attn: Carlos Contino, Chief Financial Officer

For professional services rendered to Stephens Cori Capital Advisors and Group Metro in connection with the proposed high-yield bond offering by Group Metro

Fees

\$2,700,452.50

Disbursements

152,131.95

Total Fees and Disbursements

\$2,852,584,45

07008418 Stephens Cori Capital Advisers Group Metro Page 2 Bomchill, Fern C.

DESCRIPTION OF LEGAL SERVICES			
<u>Date</u>	<u>Timekeeper Name</u>	<u>Hours</u>	
05/05/07	Darrow, Peter V. Working on Indenture.	2.00	
05/07/07	Dybner, Ariel Reviewed OM; discussed same with J. Preuss and C. Panaro.	3.75	
05/07/07	Preuss, Jascha D. Reviewed PIK note precedents; started adding PIK language to offering memorandum. Reviewed accounts chart by C. Salas; phone conference with C. Salas and A. Dybner re: cash flow structure. Office conference with P. Darrow re: senior indenture, offering memorandum, cash flow structure, and PIK Notes.	10.75	
05/08/07	Dybner, Ariel Reviewed OM; discussed same with J. Preuss and C. Panaro.	8.50	
05/08/07	Preuss, Jascha D. Conference call with C. Salas and M. Orellana re: account structure. Phone conferences with S. Ankrom and M. Elmudesi re: business information for offering memorandum. Various email correspondences with MCC personnel re: agreements to be provided. Email to J. Barcelo re: assignability of construction contracts. Office conferences with C. Panaro re: subordinated indenture and A. Dybner re: offering memorandum. Amended form of subordinated note and offering memorandum with PIK language.	8.00	
05/09/07	Darrow, Peter V. Working on documents.	6.00	
05/09/07	Preuss, Jascha D. Office conference with P. Darrow re: revision of senior indenture. Email memo to J. Barcelo re: outstanding issues. Revisions to draft offering memorandum. Email correspondences with A. Dybner, C. Cortina and S. Ankrom re: outstanding due diligence issues. Reviewed / compared draft offering memorandum with Cap Cana offering memorandum.	5.75	
05/10/07	Preuss, Jascha D. Various phone calls and email correspondences with MCC re: purchase and sales agreements. Phone calls and email correspondences with P. Darrow and A. Dybner re: various issues.	0.75	
05/11/07	Darrow, Peter V. Revising indenture.	4.00	
05/11/07	Preuss, Jascha D. Continued review and comparison of draft offering memorandum with Cap Cana precedent. Phone conference and offi0ce conference with P. Darrow re: senior indenture and offering memorandum.	1.25	
05/12/07	Darrow, Peter V. Revising Indenture.	3.00	
05/13/07	Preuss, Jascha D. Revised and amended draft senior indenture based on P. Darrow's comments.	4.50	

07008418 Stephens Cori Capital Advisers Group Metro

Page 3 Bomchill, Fern C.

	DESCRIPTION OF LEGAL SERVICES	
<u>Date</u>	<u>Timekeeper Name</u>	<u>Hours</u>
05/14/07	Darrow, Peter V. Working on documents.	7.00
05/14/07	Dybner, Ariel Attended to real estate issues.	1.25
05/14/07	Preuss, Jascha D. Phone conference with C. Cortina re: various outstanding due diligence issues. Phone conference with J. Barcelo re: various outstanding due diligence issues and documents to be drafted. Office conference with L. Richbourg regarding and attention to board resolution precedents. Amended draft offering memorandum. Phone conference and various email correspondences with C. Salas re: meeting on 05/15 and conference call on 05/16.	8.75
05/15/07	Darrow, Peter V. Working on documents; telephone conferences with Stephens.	4.00
05/15/07	Dybner, Ariel Discussed OM and Release issues with J. Preuss and C. Panaro.	0.50
05/15/07	Preuss, Jascha D. Office conference with C. Salas and P. Darrow re: MD&A, account structure; revised draft offering memorandum and draft senior indenture; office conference with C. Panaro re: closing checklist; various email correspondences with MCC and J. Barcelo. Amended draft offering memorandum.	10.25
05/16/07	Darrow, Peter V. Working with J. Preuss, A. Dybner to revise indenture.	4.00
05/16/07	Dybner, Ariel Telephone call with J. Barcelo and C. Panaro; conference call regarding checklist; reviewed checklist.	2.50
05/16/07	Preuss, Jascha D. Conference calls with working group (Metro, Pellerano, Mayer Brown) re: various issues. Conference call with J. Barcelo re: various issues. Reviewed and revised draft offering memorandum.	5.25
05/17/07	Darrow, Peter V. Revising Indenture with J. Preuss.	5.00
05/17/07	Dybner, Ariel Attended to Resolutions and Greg Normon agreement.	1.00
05/17/07	Preuss, Jascha D. Amended and revised draft offering memorandum and senior indenture. Office conference with C. Salas and M. Orellana Various phone calls to J. Barcelo and MCC. Various email correspondences re: due diligence and related items.	11.50
05/18/07	Darrow, Peter V. Working on documents with J. Preuss and C. Panaro.	6.00

07008418 Stephens (Group Met	Cori Capital Advisers ro		Page 4 Bomchill, Fern C.
<u>Date</u>	<u>Timekeeper</u> Name	DESCRIPTION OF LEGAL SERVICES	House
	•		<u>Hours</u>
05/18/07	Dybner, Ariel Prepared summary of C. Salas; attended to	of Greg Norman agreements; e-mails regarding MD&A woresolutions with C. Panaro.	2.25 ith
05/18/07	description into for d precedents of purcha conference with P. D	ed management bios and inserted Norman contract raft offering memorandum. Attention to closing list and ase agreement and trust account agreement. Office parrow re: aforementioned items. Various email the MCC and J. Barcelo.	8.00
05/20/07	Dybner, Ariel Reviewed Promus C and C. Salas regardi	comfort letter; e-mails with P. Darrow, J. Preuss, C. Cortiring same; attended to management bios.	1.50 na
05/20/07	indenture (updated of documents, added di biographies of mana	nd amended draft offering memorandum and senior covenants, events of default and defined terms in both escription of golf contracts, etc.) Reviewed and revised gement. Various email correspondences and phone calls questions and draft bios.	13.75 s to
05/21/07	Darrow, Peter V. Working on sub debt	t terms and indenture.	6.00
05/21/07	Dybner, Ariel Attended to Resolution	on.	1.00
05/21/07		rence with P. Darrow and C. Salas re: coverage and and related issues. Reviewed, revised and amended dram.	4.25 aft
05/22/07	Dybner, Ariel Discussed Indenture	issues with J. Preuss; meetings with C. Panaro.	1.00
05/22/07		ed draft offering memorandum and indenture. Various em h C. Cortina and C. Salas.	5.75 nail
05/23/07	Darrow, Peter V. Working on subordin	ation indenture.	5.00
05/23/07	discuss Indenture iss	ez, C. Cortina, C. Salas, N. Gill, L. Piscitelli and E. Sarria sues; discussed meeting with P. Darrow; discussed chec shone call with M. Orellano to discuss Deutsche Bank	
05/24/07	Dybner, Ariel Prepared Summary a	and Power Point Presentation for Wednesday meeting.	4.50

Page 5

07008418

Stephens Cori Capital Advisers Bomchill, Fern C. **Group Metro** DESCRIPTION OF LEGAL SERVICES Date Timekeeper Name <u>Hours</u> 05/25/07 Dybner, Ariel 4.50 Conference call; review indenture; review MD&A. 05/25/07 Preuss, Jascha D. 8.00 Received and reviewed draft security documents from J. Barcelo. Conference call with Stephens and MCC. Office conference with A. Dybner re: account structure. Revised and amended offering memorandum. Revised closing checklist. 05/27/07 Preuss, Jascha D. 3.25 Reviewed proposed account structure and revised accounts section in draft senior indenture. 05/29/07 Darrow. Peter V. 6.00 Preparing for due diligence meetings in Mexico. 05/29/07 5.00 Reviewed checklist and MD&A; prepared changes to Greg Norman Agreement. 05/29/07 Preuss, Jascha D. 8.25 Office conference with P. Darrow re: various issues. Revised account structure in indenture. Email correspondence with C. Salas and J. Barcelo, and phone conference with J. Barcelo re: MCC agreements. Attention to conference call of 05/29. Drafted note purchase agreement. 05/30/07 Dybner, Ariel 6.00 Reviewed MD&A. Conference call re; checklist. 05/30/07 Preuss, Jascha D. 7.25 Phone conference with working group re: closing checklist and related issues. Various phone conferences with working group members. Continued drafting of note purchase agreement. 05/31/07 Darrow, Peter V. 4.00 Working on new accounts structure & MD&A. 05/31/07 Dybner, Ariel 7.00 Reviewed MD&A. Attended to indenture and resolution issues. Calls with J. Preuss, M. Orellano, C. Panaro, P. Darrow. Newman, Richard M. 05/31/07 0.25 Telephone conference with J.Preuss regarding escrow account to hold bond funds prior to disbursement. 05/31/07 Preuss, Jascha D. 9.25 Various email correspondences with working group members re: to dos. Office conference with C. Panaro re: Closing Checklist. Various phone conferences with P. Darrow and A. Dybner re: issues relating to accounts, offering memorandum and senior indenture. Reviewed and amended markup of accounts section for senior indenture. Continued drafting of note purchase agreement.

07008418 Stephens (Group Met	Cori Capital Advisers ro	Page 6 Bomchill, Fern C.
	DESCRIPTION OF LEGAL SERVICES	
<u>Date</u>	Timekeeper Name	<u>Hours</u>
06/01/07	Darrow, Peter V. Working on OM, Indenture.	6.00
06/01/07	Dybner, Ariel Reviewed OM draft; discuss condo documents with C. Panaro.	3.00
06/01/07	Preuss, Jascha D. Office conference with P. Darrow re: and drafting and amending of accounts structure in Senior Indenture. Various email exchanges and phone calls with MCC and J. Barcelo re: various outstanding items.	6.50
06/03/07	Dybner, Ariel Reviewed draft of OM and MD&A.	3.50
06/03/07	Preuss, Jascha D. Revised and amended senior indenture.	7.75
06/04/07	Darrow, Peter V. Attending drafting session.	10.00
06/04/07	Dybner, Ariel Participated in meetings regarding Offering Memorandum.	14.50
06/04/07	Preuss, Jascha D. Office conference with Stephens, Metro Country Club teams and A. Dybner, I Darrow and C. Panaro. Drafting and revising of drafts of offering memoranduland senior indenture. Phone calls to Pellarano & Herrera; email corresponded with Metro staff.	m
06/05/07	Darrow, Peter V. Attending drafting session.	10.00
06/05/07	Dybner, Ariel Participated in drafting sessions; prepared MD&A.	12.50
06/05/07	Preuss, Jascha D. Office conference with Stephens, Metro Country Club teams, J. E. Alvarez, A. Dybner, P. Darrow and C. Panaro. Drafting and revising of drafts of offering memorandum and senior indenture.	13.00 A.
06/06/07	Darrow, Peter V. Attending drafting session.	6.00
06/06/07	Dybner, Ariel Drafting sessions.	16.25
06/06/07	Preuss, Jascha D. Office conference re: offering memorandum and MD&A, account structure. Drafting and revising of related documents. Various phone calls and email correspondence with team members; review of documents.	12.00
06/07/07	Dybner, Ariel Participated in drafting sessions; revised OM and MD&A discussed next step with C. Panaro.	14.00 es

07008418 Stephens (Group Met	Cori Capital Advisers	Page 7 Bomchill, Fern C.
<u>Date</u>	DESCRIPTION OF LEGAL SERVICES Timekeeper Name	
Date	Timekeeper ivaine	<u>Hours</u>
06/07/07	Preuss, Jascha D. Office conference re: offering memorandum and MD&A, account structure. Drafting and revising of related documents. Various phone calls and email correspondence with team members; review of documents.	7.00
06/08/07	Darrow, Peter V. Working on OM and Indenture.	5.00
06/08/07	Dybner, Ariel Responded to various e-mails with J. Barcelo and C. Corina.	0.25
06/09/07	Dybner, Ariel Attended to cap table.	0.25
06/10/07	Dybner, Ariel E-mails with P. Darrow.	0.25
06/11/07	Darrow, Peter V. Working on OM.	10.00
06/11/07	Dybner, Ariel Participated in drafting sessions.	10.50
06/12/07	Darrow, Peter V. Working on OM.	8.00
06/12/07	Dybner, Ariel Participated in drafting sessions.	8.50
06/13/07	Darrow, Peter V. Drafting session on PPM.	12.00
06/13/07	Dybner, Ariel Participated in drafting sessions; discussed issues with L. Richbourg.	11.00
06/13/07	Lawlor, John F. Call with Darrow, Schuette.	0.25
06/13/07	Richbourg, Luke Conference with P. Darrow and A. Dybner regarding structure.	0.75
06/14/07	Darrow, Peter V. Drafting session on PPM.	12.00
06/14/07	Dybner, Ariel Drafting session.	16.50
06/15/07	Darrow, Peter V. Working on PPM.	10.00
06/15/07	Dybner, Ariel Attended drafting session.	9.25
06/15/07	Reisen, Natlee Meeting with A. Dybner regarding Metro Country Club's Private Placement Memorandum. Initial review of Private Placement Memorandum.	1.00

07008418 Stephens Cori Capital Advisers Group Metro

Page 8 Bomchill, Fern C.

<u>Date</u>	DESCRIPTION OF LEGAL SERVICES Timekeeper Name	Hours
		Tiouis
06/18/07	Darrow, Peter V. Working on documents.	5.00
06/18/07	Dybner, Ariel Revised closing checklist; discuss note purchase agreements with P. Darrow; reviewed note purchase agreement; discussed assignment with N. Riesen.	6.00
06/18/07	Preuss, Jascha D. Reviewed and edited draft private placement memorandum. Email correspondence with A. Dybner re: status.	2.00
06/19/07	Darrow, Peter V. Reviewing/revising indentures to conform to PPM.	5.00
06/19/07	Dybner, Ariel Telephone calls with J. Preuss and N. Riesen.	0.50
06/19/07	Preuss, Jascha D. Office conference with P. Darrow re: update. Phone conference with C. Salas and Citibank re: account and trustee services.	3.00
06/19/07	Reisen, Natlee Telephone call with A. Dybner to discuss revision of company and subsidiary resolutions. Meeting with C. Panaro regarding resolutions. Review and compare Private Placement Memorandum with resolutions.	3.25
06/20/07	Darrow, Peter V. Meeting with J. Preuss, C. Panaro and N. Reisen to discuss issues relating to indenture and note purchase agreement; reviewing Cemex Note Purchase Agreement and other precedents; starting to draft NPA.	5.00
06/20/07	Dybner, Ariel Reviewed form of note purchase agreement; telephone calls with C. Panaro and J. Preuss; e-mails with C. Carma, J. Barcelo and J. Preuss.	3.00
06/20/07	Preuss, Jascha D. Office conference with P. Darrow, C. Panaro and N. Reisen re: Reg D private placement transaction structure. Email to working group with updated contacts list. Drafted and amended Note Purchase Agreement.	3.25
06/20/07	Reisen, Natlee Meeting with P. Darrow, J. Preuss, and C. Panaro regarding private placement and draft of note purchase agreements. Review indenture. Review and revise	5.00
	resolutions for Metro Country Club. Review resolutions of subsidiaries and compare with Private Placement Memorandum.	
06/21/07	Darrow, Peter V. Working on Note Purchase Agreement; telephone conference with C. Salas regarding various issues.	4.00
06/21/07	Dybner, Ariel Prepared Las Olas Subordination Agreement; telephone call with C. Salas, J. Preuss and C. Cortina; discussed checklist items with C. Panaro; discussed	7.25

07008418 Stephens Cori Capital Advisers Group Metro

Page 9 Bomchill, Fern C.

•	·	-
<u>Date</u>	DESCRIPTION OF LEGAL SERVICES <u>Timekeeper Name</u>	<u>Hours</u>
	resolutions with N. Reisen; prepared e-mail regarding promoter compensation; reviewed Omani precedent.	
06/21/07	Preuss, Jascha D. Various office conferences with N. Reisen re: draft Note Purchase Agreement. Drafted and amended Note Purchase Agreement. Email correspondence and phone conference with A. Dybner and P. Darrow re: meetings with Stewart Title and Citibank.	6.25
06/21/07	Reisen, Natlee Revise resolutions for subsidiaries. Meeting with A. Dybner regarding resolutions. Review indenture. Meeting with J. Preuss regarding draft of Note Purchase Agreement for senior notes under Regulation D. Draft Note Purchase Agreement.	4,50
06/22/07	Darrow, Peter V. Working on documents.	4.00
06/22/07	Dybner, Ariel Meeting with P. Darrow and J. Preuss to discuss Stewart Title and Note Purchase Agreement; reviewed draft of Note Purchase Agreement; e-mails with H. Gonzalez, C. Cortina and C. Salas regarding promoter compensation; discussed checklist with J. Preuss.	7.00
06/22/07	Preuss, Jascha D. Attention to exhibits of indenture and note purchase agreement; email correspondence with C. Salas, P. Darrow and A. Dybner re: various issues. Office conference with P. Darrow and A. Dybner re: note purchase agreement and related issues.	2.50
06/22/07	Reisen, Natlee Meeting with J. Preuss regarding draft of Note Purchase Agreement. Discussion with A. Dybner regarding revision to resolutions. Revise and update Company resolution.	2.00
06/25/07	Darrow, Peter V. Working on documents.	6.00
06/25/07	Dybner, Ariel Prepared for meetings in Santo Domingo; discussed resolutions with H. Gonzlez and C. Pena.	4.00
06/25/07	Reisen, Natlee Meeting with J. Preuss regarding subsidiary resolutions. Revise all subsidiary resolutions. Review Due Diligence Report.	3.50
06/26/07	Dybner, Ariel Travel to Santo Domingo; reviewed proposed resolutions; reviewed Stewart proposal.	11.00
06/26/07	Preuss, Jascha D. Reviewed Fitch Ratings Pre-Sale Report; phone call to J. Barcelo and email to C. Bronte re: model option agreement.	1.50

07008418 Stephens Group Met	Cori Capital Advisers	Page 10 Bomchill, Fern C.
<u>Date</u>	DESCRIPTION OF LEGAL SERVICES Timekeeper Name	Hours
06/27/07	Darrow, Peter V. Working on documents.	6.00
06/27/07	Dybner, Ariel Meetings with L. Balbuena, C. Cortina and H. Gonzalez regarding Stewart's remeetings with E. Fernandez, S. Milan, C. Cortina and H. Gonzalez to discuss role of Citibank; meetings with J. Barcelo, H. Gonzalez, C. Cortina to discuss local legal issues; meetings with R. Fernandez to discuss engineering issues.	·
06/27/07	Preuss, Jascha D. Office conference with P. Darrow re: various issues; reviewed markup of Note Purchase Agreement by A. Dybner and forwarded to Document Services. Reviewed emails and attached precedents for transfer restrictions from L. Richbourg.	3.00
06/28/07	Dybner, Ariel Meetings with H. Dotel, M. Bernard, J. Barcelo, H. Gonzalez and C. Cortina to discuss local legal issues and resolutions.	9.50
06/28/07	Preuss, Jascha D. Amended draft Note Purchase Agreement and Indenture; phone conference v. P. Darrow re: same. Various email correspondences with A. Dybner.	5.50 with
06/28/07	Reisen, Natlee Review correspondence from A. Dybner regarding resolutions. Meeting with Panaro and C. Pena regarding resolutions.	0.50 C.
06/28/07	Richbourg, Luke Conference with J. Preuss regarding precedent indentures; precedent search	0.75
06/29/07	Dybner, Ariel Attended to certifications; travel back to New York.	13.00
06/29/07	Preuss, Jascha D. Drafted Eligible Escrow Withdrawal Request. Amended draft Indenture with no Article 2. Email exchanges and phone calls with A. Dybner and P. Darrow and J. Mercado.	
07/02/07	Darrow, Peter V. Working on indentures.	4.50
07/02/07	Dybner, Ariel Telephone calls with P. Darrow.	0.50
07/02/07	Preuss, Jascha D. Revised Senior Indenture; emailed draft to P. Darrow. Various phone calls to a from P. Darrow. Reviewed precedents. Email correspondence with N. Reisen and A. Dybner. Office conference with N. Reisen re: assignments. Further revised draft Senior Indenture.	13.00
07/02/07	Reisen, Natlee Meeting with C. Panaro regarding resolutions. Review resolutions. Discussio with J. Preuss regarding closing checklist. Telephone call to D. Penn in Britisl	2.25 n h

07008418 Stephens Cori Capital Advisers Group Metro

Page 11 Bomchill, Fern C.

	DESCRIPTION OF LEGAL SERVICES	
<u>Date</u>	Timekeeper Name	<u>Hours</u>
	Virgin Islands; left voice mail. Set-up conference telephone calls to discuss update and closing checklist.	
07/03/07	Darrow, Peter V. Working on indenture/NPA; various other matters; telephone conference with Stephens, Metro and local to discuss open issues.	4.00
07/03/07	Dybner, Ariel Participated in conference call; reviewed resolutions; telephone calls regarding checklist with J. Preuss and N. Reisen; discuss condominium documents with C. Panaro.	5.75
07/03/07	Preuss, Jascha D. Telephone conference with Mayer Brown team, Stephens team, J. Barcelo, H. Gonzalez and C. Cortina; analysis of draft DR security documents; email memo to A. Dybner and P. Darrow. Office conference with N. Reisen and various phone calls to A. Dybner re: closing checklist. Email to C. Cortina and C. Salas with precedent of Receivables Report.	4.25
07/03/07	Reisen, Natlee Conference telephone call with P. Darrow, A. Dybner, J. Preuss, C. Barcelo, C. Cortina, C. Salas and Metro Goup regarding status of deal and closing checklist. Review and revise closing checklist. Draft changes to update closing checklist. Meetings with J. Preuss regarding items on closing checklist. Conference telephone calls with J. Preuss and A. Dybner regarding specific items on checklist. Draft emails to J. Barcelo requesting items to add to checklist and confirm status. Review and revise contact list.	7.50
07/05/07	Darrow, Peter V. Working on indenture/NPA; meeting with Jascha Preuss re: various collateral issues in DR.	4.50
07/05/07	Newman, Richard M. Review and respond to email inquiry from J.Preuss.	0.50
07/05/07	Preuss, Jascha D. Attention to closing checklist. Amended senior indenture, including exhibits thereto. Email correspondences with MCC, Stephens and P. Darrow re: various outstanding issues.	3.50
07/05/07	Reisen, Natlee Review and update contact list. Review J. Barcelo's closing checklist, correspondence and documents. Review latest version of indenture. Meeting with J. Preuss regarding closing checklist. Review and revise closing checklist.	4.25
07/06/07	Darrow, Peter V. Working on indenture.	2.50
07/06/07	Dybner, Ariel Responded to various e-mails from J. Preuss.	0.50
07/06/07	Preuss, Jascha D. Conference call with J. Barcelo and N. Reisen. Various email correspondences	6.50

07008418 Stephens Cori Capital Advisers Group Metro Page 12 Bomchill, Fern C.

	DESCRIPTION OF LEGAL SERVICES	
<u>Date</u>	Timekeeper Name	<u>Hours</u>
	with P. Darrow, A. Dybner, J. Barcelo re: various closing issues. Office conference with P. Darrow re: various closing issues. Review of pledge agreement and note purchase agreement. Reviewed pledge provisions for note purchase agreement.	
07/06/07	Reisen, Natiee Conference telephone call with J. Preuss and J. Barcelo. Review and revise closing checklist incorporating J. Barcelo's closing checklist. Review private placement memorandum. Review correspondence between P. Darrow, A. Dybner, J. Preuss and J. Barcelo.	4.75
07/08/07	Preuss, Jascha D. Revised and amended draft senior indenture. Email correspondences with N. Reisen, C. Cortina and translating services.	2.75
07/09/07	Darrow, Peter V. Working on documents, closing documents, etc.; meeting with Jascha Preuss and Natlee Reisen.	5.00
07/09/07	Preuss, Jascha D. Office conference with and various phone calls to P. Darrow re: senior indenture; revised and amended same. Various email correspondences with N. Reisen, P. Darrow, A. Dybner re: outstanding issues. Attention to closing checklist and translation of documents. Attention to phone conference with BVI counsel and emails to same.	6.75
07/09/07	Reisen, Natlee Review revised draft of indenture. Meetings with J. Preuss regarding proposed changes to closing checklist and issues involved. Revise closing checklist. Review general correspondence and correspondence regarding translations. Confirm conference call status with attendees.	4.25
07/10/07	Darrow, Peter V. Working on NPA.	2.00
07/10/07	Dybner, Ariel E-mails with J. Preuss regarding assignments.	0.25
07/10/07	Preuss, Jascha D. Conference call with M. Peters at Dancia Penn. Office conference with P. Darrow and N. Reisen re: closing issues. Amended draft Note Purchase Agreement.	5.75
07/10/07	Reisen, Natlee Meeting with P. Darrow and J. Preuss regarding indenture. Conference telephone call with P. Darrow, J. Preuss and M. Peters. Conference telephone call with P. Darrow, J. Preuss, C. Salas and C. Cortina. Meeting with P. Darrow regarding contact list and BVI resolutions. Review correspondence from Stuart Title and incorporate into closing checklist. Review BVI resolutions.	4.75
07/10/07	Sevilla, Nathan Correspondence with J. Preuss regarding form of assignment; reviewing	0.25

07008418 Stephens Cori Capital Advisers Group Metro

Page 13 Bomchill, Fern C.

<u>Date</u>	DESCRIPTION OF LEGAL SERVICES Timekeeper Name	Hours
	precedent.	
07/11/07	Darrow, Peter V. Working on NPA and Indentures; telephone conferences with Stephens re: various issues; meeting with Jascha Preuss.	5.00
07/11/07	Newman, Richard M. Respond to further inquiries from J.Preuss; telephone conference with J.Preuss.	0.50
07/11/07	Preuss, Jascha D. Amended Senior Note Purchase Agreement. Office conference with P. Darrow re: Senior Indenture exhibits.	7.00
07/11/07	Reisen, Natlee Review markup of BVI resolutions from P. Darrow. Draft changes to resolutions. Reformat and revise and distribute contact list. Review and draft correspondence. Meeting with J. Preuss.	2.25
07/11/07	Sevilla, Nathan Review of precedent for assignment of contract.	0.25
07/12/07	Newman, Richard M. Review email from J.Preuss.	0.25
07/12/07	Preuss, Jascha D. Phone conferences with J. Barcelo and with P. Darrow re: draft indenture and tax exemption issues. Email correspondence with J. Barcelo and C. Cortina re: tax exemption issues. Email memo to P. Darrow and A. Dybner re: use of funds, escrow withdrawals. Amended senior indenture draft.	.6.50
07/12/07	Reisen, Natlee Meeting with J. Preuss regarding BVI resolutions and contact list. Review correspondence regarding modification of bylaws. Draft revisions to BVI resolutions.	1.25
07/12/07	Sevilla, Nathan Revising form of Assignment of Project Agreement.	0.50
07/13/07	Darrow, Peter V. Meeting with Stormy Byorum, Mauricio Orellana and Jascha Preuss to discuss changes in Sub Debt structure; working on NPA.	5.00
07/13/07	Newman, Richard M. Telephone conference with J.Preuss and review of draft indenture regarding perfection of security interest in stock, bank accounts, investment accounts and other assets of entities organized under Dominican Republic law.	1.00
07/13/07	Preuss, Jascha D. Phone conference with J. Barcelo re; indenture comments. Revised draft senior indenture and forwarded same to Citibank. Conference with N. Reisen re; board resolutions; amended same; conference with P. Darrow and S. Byorum re; restructuring of subordinated notes. Phone conference with R. Newman re; perfection of security interests. Conference with L. Richbourg re; account control	6.00

07008418 Stephens Cori Capital Advisers Group Metro

Page 14 Bomchill, Fern C.

DESCRIPTION OF LEGAL SERVICES Date Timekeeper Name **Hours** mechanisms. 07/13/07 Reisen, Natlee 2.25 Review and revise resolutions. Meetings with J. Preuss re status and update of meeting with S. Byorum and P. Darrow. Revise and distribute contact list. Review correspondence. Review Senior Indenture. 07/16/07 Darrow, Peter V. 7.00 Working on NPA with J. Pruess. 07/16/07 Newman, Richard M. 0.75 Respond to email inquiry from P.Darrow and J.Preuss; followup email to J.Preuss. Preuss. Jascha D. 07/16/07 7.75 Review of model account control agreement. Attention to Promus letter. Office conference with P. Darrow re: new term sheet for senior subordinated notes, account control agreement. Began drafting account control agreement. Various email correspondences with MCC and Stephens re: translations, term sheet. 07/16/07 Reisen, Natiee 1.50 Review P. Darrow's mark-up of resolutions. Draft changes to resolutions. Review and draft correspondence. Review term sheet regarding restructuring of subordinated notes. 07/17/07 2.50 E-mails with H. Gonzalez regarding assembly and board meetings; telephone call with C. Cortina regarding same; reviewed resolutions; discussed same with J. Preuss. 07/17/07 Preuss, Jascha D. 7.75 Conference call with J. Barcelo re: security agreements, second lien. Follow up conference with P. Darrow and N. Reisen. Follow up call to J. Barcelo. Reviewed and revised draft corporate resolutions sent by J. Barcelo. Revised draft senior indenture. Phone call and email to/from M. Orellana re: second lien. Email correspondence with M. Peters re: BVI documents; email correspondence with C. Cortina re: accounts. Amended draft account control agreement. 07/17/07 Reisen, Natlee 1.50 Conference telephone call with P. Darrow, J. Preuss, J. Barcello and M. Orellana. Meeting with P. Darrow and J. Preuss regarding restructuring subordinated notes. Review correspondence. 07/18/07 Darrow. Peter V. 4.00 Telephone conference with P. Getsinger regarding Metro bond offering; working on Indenture. 07/18/07 Preuss. Jascha D. 2.00 Reviewed account structure proposed by Citi and draft indenture. Email to C. Cortina and Citi with comments. Revised and amended draft DR account control agreement.

Page 15

07008418

Stephens Cori Capital Advisers Bomchill, Fern C. Group Metro **DESCRIPTION OF LEGAL SERVICES** Date Timekeeper Name **Hours** 07/18/07 Reisen, Natlee 0.50 Review correspondence and revised documents. 07/19/07 Darrow, Peter V. 2.00 Working on documents with J. Preuss. 07/19/07 Preuss, Jascha D. 1.50 Reviewed and amended draft note purchase agreement. 07/19/07 Preuss, Jascha D. 3.00 Reviewed and responded to assignment memo from J. Barcelo. Phone call with J. Barcelo. Attention to setting up phone conference with Citi and MCC. Revised and amended account control agreement. 07/20/07 Darrow, Peter V. 2.00 Working on NPA. 07/20/07 Dybner, Ariel 1.00 Attended to Promus comfort letter issues. 07/20/07 Preuss, Jascha D. 3.00 Conference call with Citi, MCC and counsel. Reviewed and revised note purchase agreement and account control agreement. 07/23/07 Darrow, Peter V. 3.00 Working on documents. 07/23/07 Dybner, Ariel 1.75 Attended to Stewart Title issues; e-mails and telephone calls with D. Natter and L. Balbuena; e-mails with J. Preuss regarding Florida legend. 07/23/07 Preuss, Jascha D. 2.50 Office conference with P. Darrow re: opinions of MBRM, Pellarano, and Dancia Penn. Reviewed indenture comments from Thacher Proffitt, Email correspondence re: various closing issues. 07/23/07 Reisen, Natlee 3.75 Meeting and discussion with P. Darrow and J. Preuss regarding drafting of opinions and status of deal. Telephone calls to M. Orrelano. Read and review correspondence. Review opinion precedent to draft opinions. 07/24/07 Darrow, Peter V. 3.00 Working on documents. 07/24/07 Dybner, Ariel 0.50 E-mails and telephone calls with D. Natter and G. Eels; telephone call with J. Preuss and P. Darrow. 07/24/07 Preuss, Jascha D. 5.00 Various calls and email correspondences with P. Darrow, A. Dybner, C. Salas and M. Orellana, C. Panaro re: junior indenture. Correspondences with D. Natter and L. Balbuena re: indenture. Reviewed file regarding outstanding closing items. Reviewed indenture comments by D. Natter.

Page 16

07008418

Stephens Cori Capital Advisers Bomchill, Fern C. Group Metro **DESCRIPTION OF LEGAL SERVICES** <u>Date</u> Timekeeper Name Hours 07/25/07 Darrow, Peter V. 5.00 Working on Indenture and NPA; opinions. 07/25/07 Dybner, Ariel 0.25 Reviewed withholding tax opinion. 07/25/07 Preuss, Jascha D. 3.75 Telephone conference with N. Reisen re: security interests in accounts and opinion matters. Meeting with C. Panaro re: subordinated indenture, Office conference with P. Darrow re: senior indenture and note purchase agreement. Reviewed Dominican tax opinion and forwarded same with comments to P. Darrow and A. Dybner. 07/25/07 Reisen, Natlee 5.50 Meeting with J. Preuss regarding account control agreements and review of R. Newman's correpondence regarding control account agreements. Review opinion precedent. Draft opinions. 07/26/07 Darrow, Peter V. 2.00 Reviewing Thacher Proffitt comments to Indenture. 07/26/07 Dybner, Ariel 0.25 Attended to mortgage comments. 07/26/07 Preuss, Jascha D. 4.25 Office conference with P. Darrow and C. Panaro re: subordinated indenture collateral provisions. Reviewed model legal opinion by US counsel. Email correspondence with L. Piscitelli re: account structure. Office conference with C. Panaro re: sub indenture. Conference with C. Panaro re: subordinated indenture; reviewed same. Email correspondence with P. Darrow re: same. Attention to account control agreements, phone conference with N. Reisen re: same. Reviewed amended draft Note Purchase Agreement. 07/26/07 Reisen, Natlee 6.00 Draft opinions for U.S. counsel and local counsel. Review correspondence. Darrow, Peter V. 07/27/07 4.00 Working on documents with J. Preuss. 07/27/07 Preuss, Jascha D. 1.25 Conference with P. Darrow and N. Reisen re: account control. Attention to account control agreements. 07/27/07 Reisen, Natlee 7.00 Draft local counsel opinions to investors and Citibank. Draft local counsel opinion to Stephens Inc. Review Note Purchase Agreement. Meeting with P. Darrow and J. Preuss regarding accounts and account control agreement. Conference telephone call with R. Newman, P. Darrow and J. Preuss regarding account control agreement. Meeting with P. Darrow regarding opinions. Review mark-up of local counsel opinions. 07/29/07 Preuss, Jascha D. 13.00 Revised Subordinated Indenture. Email correspondence to P. Darrow, phone

07008418 Stephens Cori Capital Advisers Group Metro

Page 17 Bomchill, Fern C.

<u>Date</u>	DESCRIPTION OF LEGAL SERVICES Timekeeper Name	Hours
	calls to A. Dybner and C. Cortina re: same.	
07/30/07	Darrow, Peter V. Working on NPAs.	3.00
07/30/07	Preuss, Jascha D. Attention to draft subordinated indenture; office conference with C. Panaro re: same; attention to legal opinions and office conference with N. Reisen re: same. Reviewed email and forwarded letter from C. Cortina re: threatened DR lawsuit and responded. Phone call and email correspondences with C. Salas.	4.00
07/30/07	Reisen, Natlee Review, revise and draft opinions. Meeting with P. Darrow. Draft correspondence to R. Newman. Meetings with J. Preuss.	7.25
07/31/07	Darrow, Peter V. Working on NPAs.	3.00
07/31/07	Preuss, Jascha D. Office conference with P. Darrow re: PIK terms in sub indenture. Reviewed file for precedent. Office conference with N. Reisen re: opininions. Various email correspondences with MCC and local counsel in DR.	1.75
07/31/07	Reisen, Natlee Telephone calls with R. Newman. Review and draft correspondence to R. Newman. Draft opinions. Review Indenture and Note Purchase Agreements. Meetings with J. Preuss.	8.00
08/01/07	Darrow, Peter V. Working on documents with Jascha Preuss.	3.00
08/01/07	Preuss, Jascha D. Phone calls to and from C. Salas re: indentures. Reviewed senior indenture comments by C. Salas. Reviewed and summarized memo by P&H re: claims by Valores Leon. Office conference with N. Reisen re: opinions. Revised subordinated indenture re: PIK notes and second lien.	5.75
08/01/07	Reisen, Natlee Review, revise and draft opinions. Meeting with P. Darrow. Meetings with J. Preuss.	6.00
08/02/07	Darrow, Peter V. Working on documents with Jascha Preuss.	3.00
08/02/07	Preuss, Jascha D. Amended subordinated indenture with PIK provisions.	2.00
08/02/07	Reisen, Natlee Review and revise opinions.	3.50
08/03/07	Preuss, Jascha D. Phone conversation with M. Orellana re: closing-related matters and Valores Leon issues. Summarized and forwarded Valores Leon related correspondence to P. Darrow. Email correspondence with C. Cortina and M. Peters, office	2.50

07008418 Stephens Cori Capital Advisers Group Metro

Page 18 Bomchill, Fern C.

	DESCRIPTION OF LEGAL SERVICES	
<u>Date</u>	Timekeeper Name	<u>Hours</u>
	conference with N. Reisen re: BVI resolutions. Forwarded PPM to S. Guthrie at Scotiabank. Forwarded draft senior indenture to L. Balbuena at Stewart; email correspondence re: phone conference.	
08/03/07	Reisen, Natlee Review and draft correspondence. Review resolutions. Telephone calls with J. Preuss. Draft officer's certificate.	2.50
08/06/07	Darrow, Peter V. Working on indentures and NPAs for both senior and sub debt.	4.50
08/06/07	Preuss, Jascha D. Office conference with N. Reisen; reviewed and amended certificate drafted by N. Reisen. Email correspondence with Stephens and P. Darrow, and office conference with P. Darrow re: subordinated indenture. Began revising subordinated indenture.	2.25
08/06/07	Preuss, Jascha D. Phone call to M. Gibbons re: form D and state blue sky filings.	0.25
08/06/07	Reisen, Natlee Meetings with J. Preuss. Review and revise documents.	1.50
08/07/07	Darrow, Peter V. Working on documents.	3.50
08/07/07	Preuss, Jascha D. Amended and revised draft subordinated indenture. Office conference with P. Darrow. Various phone calls and email correspondences with A. Dybner re: Stewart Title. Email correspondence to M. Peters at Dancia Penn.	3.25
08/08/07	Darrow, Peter V. Working on documents with Natlee Reisen, Sergio Savi; telephone conversations with Stormy Dyarum re: various issues.	4.00
08/08/07	Preuss, Jascha D. Revised draft subordinated indenture and forwarded same to Document Services. Conference call with L. Balbuena and C. Salas re: role of Stewart Title. Office conference with A. Dybner re: same.	3.00
08/09/07	Darrow, Peter V. Working on documents.	3.50
08/09/07	Preuss, Jascha D. Office conference with P. Darrow re: draft Reg S note purchase agreement. Email correspondence with Astra Penn re: BVI counsel. Attention to Norman agreement, email correspondence with C. Cortina and P. Darrow re: same. Reviewed and distributed draft subordinated indenture.	2.00
08/10/07	Darrow, Peter V. Finalizing indentures.	3.00
08/10/07	Preuss, Jascha D. Reviewed Greg Norman contract re: extension; email correspondence with C.	0.50

07008418 Page 19
Stephens Cori Capital Advisers Bomchill, Fern C.
Group Metro

	DESCRIPTION OF LEGAL SERVICES	
<u>Date</u>	Timekeeper Name	<u>Hours</u>
	Salas, P. Darrow and C. Cortina re: same.	
08/13/07	Preuss, Jascha D. Review of closing checklist with N. Reisen. Review of Note Purchase Agreement and edits thereto. Email correspondence with Stephens team re: status and with working group re: closing checklist.	2.50
08/13/07	Reisen, Natlee Meetings with J. Preuss. Review and revise documents.	3.25
08/14/07	Preuss, Jascha D. Attention to revised closing checklist. Office conference with N. Reisen re: same and C. Panaro re: keeping of closing documents. Reviewed draft engagement letter of Dancia Penn and corresponded with C. Cortina re: same.	0.75
08/14/07	Reisen, Natlee Meetings with J. Preuss. Meeting with C. Panaro. Revise and distribute checklist. Review documents.	2.00
08/15/07	Preuss, Jascha D. Office conference with C. Panaro re: corrections and revisions to draft subordinated indenture. Office conference with P. Darrow re: closing.	0.75
08/16/07	Preuss, Jascha D. Reviewed comments on draft subordinated indenture received from D. Natter at Thacher Proffitt; reviewed both draft subordinated and senior indenture for inconsistencies and corrected same where appropriate. Office conference with C. Panaro re: follow up on comments.	3.25
08/17/07	Ferreira, Sergio S. Meeting with Peter Darrow and Natlee Reisen to discuss Note Purchase Agreements drafting; analyzing Private Placement Memorandum.	4.00
08/17/07	Preuss, Jascha D. Conference with P. Darrow and N. Reisen re: assignments. Revised draft senior indenture.	1.00
08/17/07	Reisen, Natlee Meetings with J. Preuss, P. Darrow and S. Savi. Review documents. Review closing checklist.	4.00
08/20/07	Ferreira, Sergio S. Analyzing Private Placement Memoradum and Senior Subordinate Indenture in order to draft Note Purchase Agreement.	5.00
08/20/07	Reisen, Natlee Review Indenture and Senior Regulation D Note Purchase Agreement. Draft Senior Regulation S Note Purchase Agreement.	6.00
08/21/07	Darrow, Peter V. Telephone conversation with Stormy Byorum.	1.00
08/21/07	Ferreira, Sergio S. Drafting Subordinated Note Purchase Agreement; meetings with Peter Darrow	7.00

07008418 Stephens Cori Capital Advisers Group Metro

Page 20 Bomchill, Fern C.

	DESCRIPTION OF LEGAL SERVICES	
<u>Date</u>	Timekeeper Name	<u>Hours</u>
	and Natlee Reisen; conference call with Stormy Byorum and Peter Darrow.	
08/21/07	Reisen, Natlee Review documents. Meeting with P. Darrow and S. Savi. Conference telephone call with S. Byorum and P. Darrow. Draft Senior Regulation S Note Purchase Agreement. Meeting with S. Savi. Conference telephone call with P. Darrow, J. Preuss and S. Savi.	7.25
08/22/07	Darrow, Peter V. Reviewing revised NPAs.	2.00
08/22/07	Ferreira, Sergio S. Reviewing Subordinated Notice Purchase Agreement.	1.00
08/22/07	Reisen, Natlee Review documents and precedent. Draft Note Purchase Agreement. Meeting with S. Savi. Meeting with C. Panaro. Telephone call with J. Preuss. Meeting with P. Darrow.	4.75
08/23/07	Reisen, Natlee Review and revise documents. Discussion with P. Darrow regarding status.	4.00
08/27/07	Reisen, Natlee Discussion with J. Preuss.	0.50
08/29/07	Preuss, Jascha D. Meeting with N. Reisen re: update.	0.25
08/29/07	Reisen, Natlee Telephone calls with P. Darrow. Meeting with J. Preuss. Draft correspondence to Citibank regarding Subordinated Indenture.	0.75
08/30/07	Panaro, Christopher Assembled all Agreements for Acquisition of Real Estate and Miscellaneous Documents in closing set preparations. Reviewed Buyout Agreement with Shareholders of Costa del Sol Capital, Inc. Revised closing checklist.	8.00
09/04/07	Darrow, Peter V. Working on various issues.	2.00
09/04/07	Preuss, Jascha D. Office conferences with P. Darrow and N. Reisen re: status and draft Reg S Note Purchase Agreement. Phone call to M. Orellana re: status.	0.50
09/04/07	Reisen, Natlee Meeting with P. Darrow and J. Preuss. Review precedent documents. Review correspondence.	0.75
09/05/07	Darrow, Peter V. Working on Subordinated Indenture.	3.00
09/05/07	Reisen, Natlee Review documents and correspondence. Revise draft note purchase agreement.	1.25

07008418 Page 21
Stephens Cori Capital Advisers Bomchill, Fern C.
Group Metro

<u>Date</u>	DESCRIPTION OF LEGAL SERVICES Timekeeper Name	<u>Hours</u>
09/06/07	Darrow, Peter V.	2.00
	Working on Subordinated Indentures.	
09/06/07	Panaro, Christopher Reviewed memorandum agreement with Pimentel for the purchase of the Playa Real (Marbella) shares. Drafted email to Dominican counsel regarding various problems with this agreement. Reviewed mercantile registry exerpt and subordination agreement. Assembled all received agreements into closing sets.	6.00
09/07/07	Panaro, Christopher Reviewed various documents sent from Dominican counsel. Reviewed Buyout Agreement with Shareholders of Costa del Sol Capital, Inc. Drafted email to Metro Country Club in response to several concerns regarding certain agreements. Meeting with Jascha Preuss to discuss recent changes to the subordinate indenture. Reviewed most recent changes to the subordinate indenture. Drafted email to counsel at Thacher Proffit, reflecting all the recent changes. Reviewed Note Purchase Agreement, focusing on certain covenant language and conditions precedent as to what is expected from Company at closing.	7.50
09/07/07	Preuss, Jascha D. Attention to comments on subordinated indenture from Thacher Proffitt. Phone call from P. Darrow re: same. Attention to documents received from Pellarano & Herrera; email correspondence with C. Panaro re: same.	0.75
09/07/07	Reisen, Natlee Telephone call with P. Darrow. Telephone call with C. Salas. Review correspondence.	0.50
09/10/07	Panaro, Christopher Received and reviewed comments to the Subordinate Indenture from counsel at Thacher Proffit. Researched precedent indentures for additional language to our Subordinate Indenture. Conference call with several corporate attorneys in the New York office, regarding rules and procedure for outstanding and treasury notes. Afternoon drafting session with Jascha Preuss.	7.25
09/10/07	Reisen, Natlee Meeting with J. Preuss. Review and draft correspondence. Review Private placement Agreement.	0.50
09/11/07	Panaro, Christopher Revised closing checklist, updating all information based on pending documents. Prepared list of pending documents to be sent to Dominican counsel. Drafted email to Metro Country Club, outlining problems with all recent corporate documents received and suggesting solution methods. Afternoon meeting with Jascha Preuss to discuss changes in the transaction, as well as further changes necessary to the Subordinate Indenture. Reviewed Intercreditor Agreement.	8.00
09/11/07	Preuss, Jascha D. Reviewed model intercreditor agreement. Phone calls and/or emails to J. Lawlor, P. Niehoff and J. Ferrell re: precedents. Phone call to C. Salas re: status of	1.75

07008418 Stephens Cori Capital Advisers Group Metro Page 22 Bomchill, Fern C.

<u>Date</u>	DESCRIPTION OF LEGAL SERVICES <u>Timekeeper Name</u>	<u>Hours</u>
	sales. Email and telephonic inquiries regarding legal advice with ISIN nos. Phone calls from/to P. Darrow re: the aforementioned.	
09/11/07	Reisen, Natlee Meeting with J. Preuss. Conference telephone call with C. Salas. Draft Subordinated Reg S Note Purchase Agreement. Conference telephone call with P. Darrow and J. Preuss.	3.75
09/12/07	Panaro, Christopher Revised closing checklist. Reviewed all documents in closing set files and compiled list of those documents that will need to be translated into English. Meeting with Jascha Preuss in regards to CUSIP application procedure. Reviewed information for applying for an International Securities Identification Number. Afternoon meeting with Jascha Preuss to review and discuss all certificates of incorporation/bylaws/related certifications, corporate resolutions, existing lien release documents, security documents, legal opinions, agreements for acquisition of real estate, certificates and receipts. Drafted email to Cris Salas in regards to CUSIP application.	8.00
09/12/07	Preuss, Jascha D. Attention to Intercreditor Agreement: office conference with J. Ferrell, reviewed precedents; started drafting. Office conference with C. Panaro re: documents received under closing checklist. Attention to CUSIP number issues, phone call with C. Panaro re: same.	2.00
09/12/07	Reisen, Natlee Conference telephone call with M. Orellana and J. Preuss. Review and draft correspondence. Review precedent and opinions.	2.50
09/13/07	Panaro, Christopher Reviewed engagement letter sent to Metro Country Club. Phone conversation with Carlos Cortina, in regards to such engagement letter. Phone conversation with Standard & Poor, regarding proper procedure for CUSIP numbers with our Regulation D and Regulation S transactional structure. Reviewed drafts of the Dominican Republic Security documents and assembled into the closing sets. Reviewed bylaws and mercantile registrations for Playa Marota, S.A., COTUICAR, and Los Marlins Suites Hotel, S.A. and assembled into closing sets. Reviewed real estate property list (still subject to mortgages), mortgage agreements of real property, owner's title deed and survey property report of all MCC property. Drafted email to Dominican counsel after review of all documents with comments.	8.00
09/14/07	Panaro, Christopher Began creation of a new version of the closing checklist. Prepared for afternoon conference calls by preparing lists of questions of all outstanding issues, and drafted email summarizing issues to counsel before participating in calls. Conference call with Juana Barcelo. Further conference call with Hansel Gonzalez and Maria Bernard from Metro Country Club. Follow-up conference call with Monique Peters from Dancia Penn in the British Virgin Islands. Reviewed form of opinion of Dominican Special Counsel for the Company.	8.00

07008418 Stephens Cori Capital Advisers Group Metro

Page 23 Bomchill, Fern C.

<u>Date</u>	DESCRIPTION OF LEGAL SERVICES <u>Timekeeper Name</u>	Hours
	Drafted various emails to all counsel party to the transaction, in relation to results from each particular call.	
09/17/07	Darrow, Peter V. Working on documents; telephone conferences with L. Asilis; telephone conferences with Stephens Inc.	2.00
09/17/07	Panaro, Christopher Revised closing checklist, inserting all updates based on Friday's conference calls. Reviewed Conference call with Cris Salas regarding deal structure, CUSIP application procedure and bond selling. Due diligence of all board resolutions of the three British Virgin Island entities. Afternoon meeting with Peter Darrow, Natlee Reisen and Jascha Preuss to discuss possible changes in the transaction and future work product. Conference call with Mauricio Orellano to discuss bond issuance rate. Further conference call with Monique Peters regarding legal opinion of BVI counsel. Obtained all documents sent over the weekend from Dominican counsel and drafted email in regards to pending issues. Updated closing set files to reflect the dissolution of Dominican subsidiary.	9.00
09/17/07	Preuss, Jascha D. Office conference with P. Darrow, C. Panaro and N. Reisen re: closing. Reviewed bank account list provided by C. Cortina and compared to account structure. Email memo to P. Darrow re: same.	1.75
09/17/07	Reisen, Natlee Conference telephone call with M. Orellana, P. Darrow, J. Preuss and C. Panaro. Meeting with J. Preuss. Review documents and correspondence.	1.50
09/18/07	Arado, Frank E. Review Indenture.	0.50
09/18/07	Darrow, Peter V. Working on documents; telephone conferences with L. Asilis; telephone conferences with Stephens Inc.	2.00
09/18/07	Panaro, Christopher Morning meeting with Jascha Preuss, Peter Darrow and Natlee Reisen to discuss modifications to the Senior Indenture and the creation of an Intercreditor Agreement. Reviewed account information sent by Dominican counsel. Conference call with Juana Barcelo regarding the BVI entities. Reviewed all information sent from Dominican counsel regarding the BVI entities. Drafted email and distributed to working group, summarizing key points to this morning's call and meeting. Afternoon meeting with Peter Darrow to discuss assignments off of closing checklist. Conference calls with INTL and real estate associates in Chicago. Due diligence of description of additional properties, list of deliveries to be included in the checklist, and draft of the revised version of the purchase and sale agreement of real estate properties.	7.00
09/18/07	Preuss, Jascha D. Office conference with P. Darrow and N. Reisen re: intercreditor agreement and	4.75

07008418 Stephens Cori Capital Advisers Group Metro

Page 24 Bomchill, Fern C.

Date	DESCRIPTION OF LEGAL SERVICES <u>Timekeeper Name</u>	<u>Hours</u>
	related issues. Phone conference and email correspondences with E. Fernandez at Citi and H. Gonzalez re: account structure. Amended draft senior indenture re: same. Reviewed closing documents received from Pellerano & Herrera.; various phone calls with C. Panaro re: same. Attention to resolutions authorizing entering into intercreditor agreement. Email correspondence with J. Barcelo and C. Salas re: subordinated indenture.	
09/18/07	Reisen, Natlee Meeting with P. Darrow, J. Preuss, C. Panaro. Conference telephone call with C. Salas, P. Darrow, J. Preuss, C. Panaro. Review documents and review and draft correspondence.	3.00
09/19/07	Arado, Frank E. Various calls regarding transaction.	0.25
09/19/07	Darrow, Peter V. Working on Supplement; telephone conferences with Mauricio and Cris; telephone conferences with Carlos Cartina; working on NPAs with N. Riesen.	5.00
09/19/07	Panaro, Christopher Morning meeting with Peter Darrow, Natlee Reisen and Jascha Preuss to discuss preparations for closing. Conference call with Hansel Gonzalez regarding officer's certificate and board resolutions of Dominican entities. Conference call with Cris Salas and representative from Standard & Poor regarding CUSIP number. Reviewed application and submitted to Standard & Poor, for Regulation S and Regulation D. Due diligence of bylaws of Inversiones Carcava, Certificate of Good Standing and bylaws of Global Media Finance, Certificate of Good Standing and bylaws of Playa Real, Certificate of Good Standing and bylaws of Playa Real, Certificate Registry and bylaws of COTUICAR, mercantile registry and bylaws of Operadora de Golf, mercantile registry and bylaws of Playa Marota, and mercantile registry and bylaws of Los Marlins Suites Hotel, S.A. Drafted email to Dominican and BVI counsel with results of today's diligence.	8.50
09/19/07	Preuss, Jascha D. Office conference with P. Darrow, N. Reisen and C. Panaro re: closing documents. Amended senior indenture. Reviwed and mended BVI resolutions; various phone calls with H. Gonzalez, M. Peters, MC. Plata at Global Corporate Consultants re: same. Phone call from M. Orellana re: pre-closing issuance of sub notes and related issues. Phone call from C. Salas re: redemption of notes.	7.50
09/19/07	Reisen, Natlee Meetings with P. Darrow, J. Preuss, C. Panaro. Review documents. Revise Note Purchase Agreements. Review and draft correspondence.	9.00
09/20/07	Arado, Frank E. Continue review of real estate provisions; various calls regarding same.	1.00
09/20/07	Arado, Frank E. Telephone conference with P. Darrow, review Indenture and PPM; conference	2.50

Page 25

07008418

Bomchill, Fern C. Stephens Cori Capital Advisers **Group Metro DESCRIPTION OF LEGAL SERVICES Date** Timekeeper Name <u>Hours</u> call with A. Dybner. 4.00 Darrow, Peter V. 09/20/07 Working on Supplement: telephone conferences with Mauricio and Cris; telephone conferences with Carlos Cartina; working on NPAs with N. Riesen. 09/20/07 Panaro, Christopher 10.00 Morning conference call with Cris Salas and Standard & Poor's Corporate Group regarding discrepancies in the CUSIP application numbers for Regulation S and Regulation D Notes. Due diligence of Metro Country Club's bylaws and all amendments attached hereto. Further due diligence of Assignment of Receivables/Construction Contracts by MCC, Restricted Subsidiaries, etc., including Operadora de Golf, S.A. as assignee of the Agreement of maintenance of common areas of Los Marlins Suites Hotel and the Agreement of supply of energy to Los Marlins Suites Hotel. Reviewed resolutions of the Board of Directors of MCC, Resolutions of the Shareholders Assembly of MCC, and Resolutions of the Board of Directors and/or Shareholders of (1) Operadora de Golf, S.A., (2) Playa Marota, (3) Los Marlins Suites Hotel, S.A. and (4) Inversiones Carcava. Drafted email to Dominican counsel regarding pending documents and request for drafting of certain contracts. 09/20/07 Preuss, Jascha D. 6.75 Attention to drafting Supplement to PPM, Senior and Sub Indenture. Office conference and various phone calls and emails with P. Darrow re: same. Phone call from M. Orellana re: status of negotiations with investors. 09/20/07 7.50 Reisen, Natlee Meetings with P. Darrow, J. Preuss and C. Panaro. Review and revise note purchase agreements. Draft and review correspondence. 09/20/07 Sito, Jason E. 1.50 Internal office conference regarding transaction; review email regarding work to be done; review PPM and indenture regarding release provisions. 2.25 09/21/07 Arado, Frank E. Various calls and conferences regarding transaction; document review. 09/21/07 Darrow. Peter V. 6.00 Working on syndication issues; documents including indentures and NPAs. 6.50 09/21/07 Panaro, Christopher Morning meeting with Natlee Reisen to discuss creation of Schedules 4.9 (Assignment Agreements) and Schedule 5.4 (Restricted Subsidiaries of the Company and Ownership of Subsidiary Stock) for the Note Purchase Agreements. Drafted email to Dominican counsel regarding the consequences and solutions of an Intercreditor Agreement to the Dominican subsidiary resolutions. Conference call with Juana Barcelo and Jascha Preuss regarding the need for an additional resolution in order to authorize the execution of the intercreditor agreement. Revised closing checklist based on all information gathered from this week's conference calls.

Page 26

07008418

Stephens Cori Capital Advisers Bomchill, Fern C. Group Metro DESCRIPTION OF LEGAL SERVICES **Hours** Date Timekeeper Name 4.50 09/21/07 Preuss, Jascha D. Reviewed, revised and amended PPM, supplement to PPM. Senior and Sub Indenture. Phone calls from M. Orellana and C. Salas re: status of negotiations and supplement to PPM. Office conference with P. Darrow re: supplement. 4.75 09/21/07 Reisen, Natlee Meeting with P. Darrow. Meeting with C. Panaro. Draft and review correspondence. Review note purchase agreements. Review opinions. 4.75 09/21/07 Review private placement memorandum and draft indentures; telephone conference with former Mayer Brown attorney regarding transaction; telephone conferences with Jascha Preuss and Stewart Title regarding release provisions for indenture; internal office conferences regarding transaction. 2.25 Sito, Jason E. 09/23/07 Review and draft release language for senior and subordinated indentures. 1.25 09/24/07 Arado, Frank E. Review revised indenture; office conference regarding same. Darrow, Peter V. 6.00 09/24/07 Working on Supplement with JP and Stephens; revising NPAs with NR; revising Indentures with JP. Panaro, Christopher 8.00 09/24/07 Reviewed draft preliminary commitment letter. Reviewed outline of the minutes from Dominican counsel's meeting with Stewart Title Dominican, S.A. Drafted email to Dominican counsel in response to further action necessary in preparation for closing. Reviewed supplement to the private placement memorandum in preparation for afternoon meeting with Cris Salas and Mauricio Orellana. Updated closing set files with latest versions of all corporate documents. Reviewed Regulation S Subordinate Note Purchase Agreement (along with all exhibits) and incorporated into the closing set. Updated and revised closing checklist. Drafted email to Dominican counsel with list of pending diligence issues. 7.50 09/24/07 Preuss, Jascha D. Amended and revised Supplement to PPM. Office conference with C. Salas, M. Orellana and P. Darrow re: same. Phone calls and email correspondence to/from J. Sito re: release mechanisms in indentures. 3.75 09/24/07 Reisen, Natlee Meetings with M. Orellana, C. Salas, P. Darrow, and J. Preuss. Review documents. 0.25 Arado, Frank E. 09/25/07 Document revisions. 7.00 09/25/07 Darrow, Peter V. Working on documents; finalizing opinions; meeting with J. Preuss and N. Reisen; telephone conferences with Stephens about various issues; starting to

07008418 Stephens Cori Capital Advisers Group Metro Page 27 Bomchill, Fern C.

	DESCRIPTION OF LEGAL SERVICES	
<u>Date</u>	Timekeeper Name	<u>Hours</u>
	draft Intercreditor Agreement; review of closing checklist and documents to be prepared.	
09/25/07	Panaro, Christopher Morning conference call with Jose Romero to discuss all assigned contracts and receivables for Metro Country Club and its Restricted Subsidiaries. Researched original diligence report and drafted Schedule 5.4 of the Note Purchase Agreement (Restricted Subsidiaries of the Company and Ownership of Subsidiary Stock). Due diligence of the bylaws of Los Marlins Suites Hotel, Ltd., Media Global Finance, Ltd., and Playa Real, Inc. Afternoon meeting with Jascha Preuss and Natlee Reisen to discuss pending documents that need to be incorporated into the transactions. Evening meeting with Natlee Reisen, Jascha Preuss and Peter Darrow to discuss preparations for closing. Researched precedent forms for requesting CT Corporation to act as agent for service of process.	9.00
09/25/07	Preuss, Jascha D. Various phone calls with S. Nunez, J. Barcelo re: closing and recording of mortgages. Reviewed lien release language for indenture drafted by J. Sito. Amended senior and subordinated indenture. Office conference with C. Panaro and N. Reisen re: closing documents. Email correspondence with C. Salas and M. Orellana. Revised and forwarded BVI resolutions to M. Peters at Dancia Penn. Reviewed Greg Norman contract; email correspondence with Group Metro re: same.	6.50
09/25/07	Reisen, Natlee Meetings with P. Darrow, J. Preuss and C. Panaro. Revise note purchase agreements. Review documents. Draft and review correspondence.	3.50
09/25/07	Sito, Jason E. Review and revise release language for senior and subordinate indentures.	2.00
09/26/07	Arado, Frank E. Review revised Indenture.	0.25
09/26/07	Darrow, Peter V. Working on Intercreditor Agreement; revising opinions; revising Indentures; meetings with J. Preuss and N. Reisen.	5.00
09/26/07	Panaro, Christopher Morning conference call with Jose Romero regarding certain amendments that shall be introduced to the checklist regarding the contracts listed on the Assignment of Rights among the Trustee and the Company. Afternoon conference call with Jascha Preuss and Juana Barcelo regarding certain diligence issues. Reviewed new version of the supplement to the private placement memorandum. Drafted Schedule 4.9 of the Note Purchase Agreement (Assignment Agreements). Drafted email to BVI counsel with request for certain pledge agreements. Due diligence of (1) Assignment of Rights documents for Las Olas, Marbella and Costa del Sol; (2) Real properties which are subject to mortgages; (3) Greg Norman Agreement.	8.00

07008418 Stephens Cori Capital Advisers Group Metro Page 28 Bomchill, Fern C.

<u>Date</u>	DESCRIPTION OF LEGAL SERVICES Timekeeper Name	<u>Hours</u>
09/26/07	Preuss, Jascha D. Office conferences with P. Darrow, N. Reisen and C. Panaro re: various issues pertaining to closing documentation. Phone call from M. Orellana re: closing conditions for subordinated notes. Email correspondence with C. Salas re: restricted payments. Amended drafts of Senior and Subordinated Indentures.	6.00
09/26/07	Reisen, Natlee Meetings with P. Darrow. Conference telephone call with C. Cortina and J. Preuss. Telephone call with J. Barcelo. Review and revise documents. Review and draft correspondence.	6.25
09/27/07	Panaro, Christopher Morning conference call with Cris Salas and Standard & Poor's corporate group regarding problems with Euroclear's registration of the Regulation S ISIN number. Reviewed Stephen's letter of intent. Afternoon conference call with Jose Romero regarding the incorporation of certain agreements with 3 of the Company's subsidiaries and language in the Share Pledge Agreements. Due diligence of Bailiff Act Notices of Las Olas, Marbella and Costa del Sol. Drafted email to Dominican counsel regarding discrepancies with various contracts. Revised closing checklist based on all updated due diligence information and distributed to Dominican counsel.	8.00
09/27/07	Reisen, Natlee Review documents. Revise draft opinions. Telephone call with P. Darrow. Review and draft correspondence.	4.50
09/28/07	Panaro, Christopher Due diligence of (1) lease agreement between Company and Operadora de Golf, S.A; (2) Share Pledge Agreement by the Company, Los Marlins Suites Hotel, Ltd., and Playa Real Inc. Afternoon conference call with Hansel Gonzalez and Natlee Reisen regarding stock ownership of the Company's subsidiaries. Reviewed procedure timeline for the filing of mortgages and release and recording of the liens. Updated all closing set files based on this week's revisions to the closing checklist. Afternoon meeting with Jascha Preuss to review corporate documents and request further assistance from Dominican counsel. Conference call with Juana Barcelo and Jascha Preuss to discuss mortgage filings.	9.25
09/28/07	Preuss, Jascha D. Attention to DR documents received from Pellerano & Herrera. Office conference with C. PAnaro re: same and closing checklist. Attention to Florida counsel for assignment of construction contract. Reviewed and revised draft indentures. Reviewed, revised and forwarded BVI board resolutions to MCC.	4.00
09/28/07	Reisen, Natlee Review documents. Conference telephone call with A. Escagedo and J. Preuss. Meetings with J. Preuss. Review and revise note purchase agreements. Draft and respond to correspondence. Telephone call with L. Wellington at CT Corporation.	5,50

07008418 Stephens Cori Capital Advisers Group Metro Page 29 Bomchill, Fern C.

	DESCRIPTION OF LEGAL SERVICES	
<u>Date</u>	<u>Timekeeper Name</u>	<u>Hours</u>
09/30/07	Preuss, Jascha D. Revised draft senior and subordinated indenture. Email correspondence with P. Darrow re: same. Phone call from C. Salas re: additional note issuances.	5.50
10/01/07	Darrow, Peter V. Working on Indenture, NPAs, opinions, closing checklist; telephone conferences with Mauricio, Cris & Stormy; meeting with Jascha and Natlee; discussion regarding Subordinated debt; working on Intercreditor Agreement.	6.00
10/01/07	Panaro, Christopher Prepared list of diligence questions from last week's conference calls to address with Dominican counsel. Due diligence of Marbella Subordination Agreement, Las Olas Subordination Agreement and Agreement of the Acquisition of Playa Marota. Afternoon meeting with Jascha Preuss to discuss results of diligence and other issues relating to the corporate documents. Conference call with Juana Barcelo to discuss mortgage procedures with and the role of Stewart Title at closing. Drafted email to Dominican counsel regarding further diligence issues. Revised closing checklist, based on afternoon meeting review of corporate documents. Evening meeting with Jascha Preuss, Natlee Reisen and Peter Darrow to discuss possible changes to the transaction.	8.00
10/01/07	Preuss, Jascha D. Office conference with P. Darrow re: status and account control / perfection of liens on accounts. Reviewed, amended and revised senior and subordinated indentures. Email correspondences with M. Peters, C. Cortina, H. Gonzalez re: board resolutions, reviewed and revised same.	12.75
10/01/07	Reisen, Natlee Review and revise documents. Draft schedules to opinions. Review and draft correspondence. Meeting with P. Darrow, J. Preuss and C. Panaro.	3.75
10/02/07	Darrow, Peter V. Conference call with Citibank, their counsel, and Stewart Title to discuss various issues; working on various provisions in indenture with Jascha Preuss; revising opinions with Natlee Reisen and distributed same; working on Intercreditor Agreement.	6.00
10/02/07	Panaro, Christopher Prepared list of diligence questions for this morning's conference call. Morning conference call with Jose Romero. Reviewed all corporate documents and updated closing set files to reflect changes in the transaction. Drafted email to Dominican counsel regarding diligence issues. Meeting with Natlee Reisen to draft schedules attached to the legal opinion. Revised closing checklist.	8.00
10/02/07	Preuss, Jascha D. Revised and corrected draft of senior and subordinated indentures received from Word Processing. Forwarded drafts to working group. Phone conference with Co-Trustee Stewart Title and counsel, M. Michigan re: collateral rights. Follow up call with P. Darrow. Phone call to D. Natter re: account control provisions in senior indenture; revised draft with such provisions.	5.75

Page 30

07008418

Stephens Cori Capital Advisers Bomchill, Fern C. **Group Metro** DESCRIPTION OF LEGAL SERVICES Date Timekeeper Name Hours 10/02/07 Reisen, Natlee 5.25 Meetings with J. Preuss and P. Darrow. Review and revise opinions. Review documents. Draft schedules to Note Purchase Agreements. 10/03/07 Darrow, Peter V. 3.00 Working on proposed new term sheet for Sub Notes; telephone conferences with Mauricio and Cris. 10/03/07 Newman, Richard M. 0.25 Respond to inquiry from J.Preuss. 10/03/07 Panaro, Christopher 8.00 Reviewed most recent changes to the Senior and Subordinate Indentures and incorporated all changes into the closing checklist. Due diligence of (1) Construction Contract for Costa del Sol II, (2) Construction Contract for Las Olas, (3)Construction Contract for Marbella, and (4) Company Account Numbers. Afternoon meeting with Jascha regarding construction contracts, pledge share agreements and assignment of receivables. 10/03/07 Preuss, Jascha D. 5.25 Reviewed comments in indenture by trustee counsel; email to working group re: accounts. Revised draft senior indenture. Revised draft senior opinion of DR counsel. Office conference with P. Darrow re: opinions. Forwarded same to Pellerano & Herrera. 10/04/07 Darrow, Peter V. 3.00 Working on changes to Indenture. 10/04/07 Panaro, Christopher 7.75 Reviewed Co--Trustee Agreement, Dominican counsel's legal opinion and term sheet. Afternoon meeting with Jascha Preuss to discuss changes in the transaction structure. Further meeting with Peter Darrow. Updated closing set files based on newly received documents from Dominican counsel. Revised closing checklist. Drafted email to counsel regarding most recent changes to the term sheet. 10/04/07 Preuss, Jascha D. 4.25 Amended draft senior indenture, Reviewed and revised draft term sheet for subnotes. Office conference with P. Darrow re: same. Email correspondence and phone call with L. Piscitelli re: accounts. 10/04/07 Reisen, Natlee 0.50 Review opinions. Review and draft correspondence. 10/05/07 Darrow, Peter V. 6.00 Working with J. Preuss on changes to senior indenture; telephone conferences with Mauricio and Cris. 10/05/07 Panaro, Christopher 11.50 Morning conference call with Cris Salas and Carlos Cortina regarding the Company's indebtedness. Reviewed comments from the term sheet for the subordinated notes and revised co-trustee agreement. Drafted email to

07008418 Stephens Cori Capital Advisers Group Metro Page 31 Bomchill, Fern C.

	DESCRIPTION OF LEGAL SERVICES	
<u>Date</u>	Timekeeper Name	<u>Hours</u>
	Dominican counsel regarding certain Company debt. Drafted Schedule 5.04 and Schedule 5.15 of the Note Purchase Agreements. Revised various sections of the Senior Indenture. Prepared package of the Senior Indenture, Senior Note Purchase Agreements and Senior Opinions and distributed to potential investors.	
10/05/07	Preuss, Jascha D. Amended and revised Senior and Sub Indenture with comments recevied from counsel; Email correspondence with Trustee and its counsel; office conference and various phone and email exchanges with P. Darrow. Various phone calls with C. Salas and M. Orellana.	8.50
10/05/07	Reisen, Natlee Telephone call with J. Preuss. Review and draft correspondence.	0.75
10/08/07	Darrow, Peter V. Working on proposed revised term sheet for SubDebt; working on account structure; telephone conferences with Mauricio and Cris; working on Intercreditor Agreement.	4.50
10/08/07	Panaro, Christopher Reviewed changes to the Senior and Subordinate Indentures. Updated all information in Note Purchase Agreements with regards to the Company's stock ownership. Afternoon meeting with Jascha Preuss to discuss Stephen's comments to the Indenture and the Purchase Agreement for the Senior Secured Notes. Conference call with Natlee Reisen and Jose Romero to discuss governmental authorizations in the Dominican Republic. Reviewed amended version of Pellerano's legal opinion.	8.00
10/08/07	Preuss, Jascha D. Reviewed comments on draft senior indenture received from M. Orellana; office conference with P. Darrow and N. Reisen re: same. Phone conference with C. Salas and M. Orellana re: same. Amended draft senior indenture. Various office conferences with N. Reisen and C. Panaro re: draft documents and closing. Email correspondence with S. Milan and L. Piscitelli at Citi re: account issues.	11.75
10/08/07	Reisen, Natlee Meetings with P. Darrow and J. Preuss. Conference telephone call with C. Salas, M. Orrelana, P. Darrow and J. Preuss. Review documents. Revise Note Purchase Agreements. Review and draft correspondence. Conference telephone call with J. Romero and C. Panaro.	8.50
10/09/07	Bowen, Todd E. Review Senior Note Indenture; review Subordinated Note Indenture; review PPM; calls re: placement agent agreement.	2.25
10/09/07	Darrow, Peter V. Working on changes to Subordinated and Senior Indenture with J. Preuss.	4.00
10/09/07	Panaro, Christopher Reviewed insurance coverage for Metro Country Club. Due diligence of construction contracts for Costa del Sol, Marbella and Las Olas. Prepared brief	7.00

07008418 Stephens Cori Capital Advisers Group Metro Page 32 Bomchill, Fern C.

<u>Date</u>	DESCRIPTION OF LEGAL SERVICES <u>Timekeeper Name</u>	Hours
	for Cris Salas and Mauricio Orellana regarding insurance requirements and coverage for each project. Reviewed draft of Dancia Penn Senior Opinion and new language for the Dividend Restricted Payments section. Drafted email to Dominican counsel, summarizing results and consequences of insurance policies. Conference call with Jascha Preuss, Cris Salas, Louis Piscitelli and Abbie Buchanan regarding issues surrounding the Trustee and Common Depositary.	
10/09/07	Preuss, Jascha D. Revised draft senior indenture. Reviewed and sent out documents for senior opinion of Dancia Penn (BVI counsel) to M. Peters. Reviewed insurance coverage chart sent by C. Cortina and emailed team members regarding assignment of insurance coverage and construction contracts etc. Reviewed and revised draft BVI opinion; email memo with drafts to M. Peters at Dancia Penn re: same. Email correspondence with C. Cortina re: Florida counsel. Email correspondence with J. Romero at Pellerano re: release mechanisms in Senior Indenture. Communication with Citibank (call to D. Natter, email correspondence with L. Piscitelli) re: depositary and common depositary.	6.50
10/09/07	Reisen, Natlee Review documents. Meeting with J. Preuss and C. Panaro. Revise Subordinated Note Purchase Agreements. Review and draft correspondence. Telephone call with T. Bowen.	5.00
10/10/07	Bowen, Todd E. Draft/revise Intercreditor Agreement for senior and sub notes.	6.75
10/10/07	Darrow, Peter V. Working on Indenture revisions with J. Preuss.	4.50
10/10/07	Panaro, Christopher Due diligence of Mercantile Registration for Inversiones Carcava, S.A. Drafted email to Dominican counsel regarding diligence documents. Conference call with Jose Romero regarding tax consequence, good standing status of the Dominican subsidiaries and the security documents. Drafted email to working group summarizing consequences and possible solutions from today's conference call. Afternoon meeting with Jascha Preuss regarding Private Placement Agreement and corporate documents.	8.00
10/10/07	Preuss, Jascha D. Revised and amended documentation (draft senior indenture). Email exchange with R. Newman re: security interests in accounts. Attention to account structure: email exchanges with L. Piscitelli. Office conference with N. Reisen and C. Panaro re: closing. Email correspondence with J. Romero at Pellerano re: documentation for release of lien on collateral.	6.50
10/10/07	Reisen, Natlee Review precedents for placement agent agreements. Review documents. Meeting with C. Panaro. Draft placement agent agreement. Revise Subordinated Note Purchase Agreements. Draft and review correspondence.	5.75

07008418

Page 33

Bomchill, Fern C. Stephens Cori Capital Advisers Group Metro DESCRIPTION OF LEGAL SERVICES **Hours** Timekeeper Name <u>Date</u> Follow-up with CT Corporation. 5.75 Bowen, Todd E. 10/11/07 Revise draft of Intercreditor Agreement for senior and sub notes; meeting re: comments to Intercreditor Agreement; revise Intercreditor Agreement. 4.00 Darrow, Peter V. 10/11/07 Working on documents. 0.75 Newman, Richard M. 10/11/07 Review email from J.Preuss and review latest draft of indenture; followup email in response to questions from J.Preuss. 9.25 Panaro, Christopher 10/11/07 Morning meeting with Natlee Reisen to discuss diligence documents in preparation for closing. Further meeting with Jascha Preuss to discuss drafting of the Private Placement Agreement. Due diligence of (1) Board Resolutions of Media Global Finance, Ltd., (2) Los Marlins Suites Hotel, Ltd, (3) Senior Notes Mortgage Agreement, (4) 2nd Rank Mortgage Agreement, (5) Assignment Agreement for the Construction Contract of Las Olas, (6) Assignment Agreement for the Construction Contract of Costa del Sol, (7) Assignment Agreement for All Other Company Properties, (8) Dominican Pledge Agreement, (9) British Virgin Islands Pledge Agreement and (10) MCC share pledge agreeement. Drafted email to Dominican counsel with results of diligence and requested assistance on further issues. Evening meeting with Todd Bowen regarding the creation of the Private Placement Agreement. Conference call with Cris Salas regarding Stephen's indemnity provision. 6.25 Preuss, Jascha D. 10/11/07 Revised and amended draft documents: senior indenture, senior note purchase agreement; various phone conferences and email exchanges with P. Darrow re: documents. First review of amended draft of DR opinion received from Pellerano. Amended account structure; phone conference with L. Piscitelli of Citi re: same and re: lien release documentation. Phone conference with D. Natter of Thacher Proffitt re: lien releases. Phone calls and email exchanges with R. Newman re: security interests. 2.75 Reisen, Natlee 10/11/07 Meeting with C. Panaro. Meeting with J. Preuss. Telephone call to L. Wellington at CT Corporation. Review documents and correspondence. Draft placement agent agreement. 4.00 10/12/07 Darrow, Peter V. Working on documents. 8.00 Panaro, Christopher 10/12/07 Reviewed Stephen's Indemnification Letter. Drafted Private Placement Agreement. 6.50 Preuss, Jascha D. 10/12/07

Revised drafts of Note Purchase Agreement and Senior Indenture. Reviewed amended draft DR opinion received from Pellerano and forwarded to P. Darrow

07008418 Stephens Cori Capital Advisers Group Metro

Page 34 Bomchill, Fern C.

	DESCRIPTION OF LEGAL SERVICES	
<u>Date</u>	Timekeeper Name	<u>Hours</u>
	with comments. Various email correspondences with J. Romero at Pellerano re: various issues; office conference with P. Darrow re: terms of sub notes and opinion.	
10/14/07	Preuss, Jascha D. Revised draft note purchase agreement and senior indenture. Email correspondences with MCC, Trustee and counsel re: account structure. Email to H. Gonzalez re: assignment of EDSA agreement.	3.00
10/15/07	Darrow, Peter V. Working with Jascha Preuss on revisions to the Note Purchase Agreements; telephone conferences with Mauricio Orellano re: revised terms for the Subordinate Notes; marked up draft term sheet; reviewed/revised opinion for Dominican counsel; discussions with Jascha Preuss and Citibank regarding accounts.	4.50
10/15/07	Panaro, Christopher Due diligence of EDSA Agreement. Drafted CT Corporation Acceptance Letter for MCC and each Guarantor. Phone conversation with Laurel Wellington regarding service of process letter. Conference call with Hansel Gonzalez regarding the validity of the EDSA Agreement. Drafted email to Dominican counsel regarding assignment of EDSA Agreement. Reviewed updated versions of the Pellerano Senior Opinion. Reviewed most recent changes to the Note Purchase Agreements. Conference call with Cris Salas regarding indemnity language for the Private Placement Agreement.	8.25
10/15/07	Preuss, Jascha D. Conference with P. Darrow re: draft note purchase agreement. Amended and revised same and draft senior indenture. drafted exhibits to senior indenture. Various email correspondences with C. Panaro and And N. Reisen re: CT corporation, with H. Gonzalez and C. Panaro re: Florida law firm.	3.75
10/16/07	Darrow, Peter V. Working on various documents, including Intercrediter Agreement.	3.00
10/16/07	Panaro, Christopher Morning meeting with Jascha Preuss and Todd Bowen to discuss the Placement Agent Agreement. Conference call with Ana Escagedo to discuss possible amendment to the EDSA Agreement, and the drafting of an assignment. Prepared documents surrounding the transaction and sent to Florida counsel in preparation of the assignment drafting. Completed drafting of the Private Placement Agreement.	8.50
10/16/07	Preuss, Jascha D. Reviewed and revised draft senior indenture with regard to Depository rules. Email to P. Darrow re: same.	2.00
10/17/07	Darrow, Peter V. Working on Sub Debt documents.	4.00
10/17/07	Panaro, Christopher Revised CT Corporation letter. Phone conversation with Laurel Wellington,	7.00

07008418 Stephens Cori Capital Advisers Group Metro Page 35 Bomchill, Fern C.

<u>Date</u>	DESCRIPTION OF LEGAL SERVICES Timekeeper Name	<u>Hours</u>
	regarding certain corrections for service of process. Conference call with Hansel Gonzalez regarding diligence documents and wiring payment information. Drafted email to Dominican documents regarding pending diligence issues. Due diligence of all security documents, reviewing each for assurance of the security interest in accordance with the Senior and Subordinate Indenture.	
10/17/07	Preuss, Jascha D. Reviewed amended sub note term sheet. Forwarded same to P. Darrow. Email correspondences with C. Salas and M. Orellana. Amended exhibits N, O, P to Senior Indenture.	2.00
10/18/07	Darrow, Peter V. Working on Sub Debt documents.	4.00
10/18/07	Panaro, Christopher Reviewed Private Placement Memorandum, Note Purchase Documents, Senior Indenture Documents, Subordinate Indenture Documents and Legal Opinions and incorporated newest versions into the closing set. Meeting with Will Randolph to discuss to begin preparation for the closing document room. Phone conversation with Laurel Wellington regarding CT Letter of Process. Drafted email to Dominican counsel regarding appointment letter. Created new closing set folders, based on closing checklist. Updated closing checklist based on today's review of all documents.	8.00
10/18/07	Randolph, William B. Going over materials for closing and setting up conference room.	2.00
10/19/07	Panaro, Christopher Reviewed EDSA agreement for any indication signs on 3rd party being prevented from using the work product in case of a foreclosure. Drafted email to Dominican counsel regarding EDSA agreement. Conference call with Ana Escagedo and Hansel Gonzalez regarding assignment of the EDSA Agreement and MCC's current work schedule with EDSA. Drafted email to Florida counsel regarding consequences of the possible changes with the Company's agreements with EDSA. Created a PDF database of all corporate documents for this transaction (to be used at closing). Reviewed Certificates of Incorporation/Bylaws/Related Certifications, Corporate Resolutions, Certificates and Receipts, Existing Lien Release Documents, Security Documents, Agreements for Acquisition of Real Estate and Miscellaneous documents and incorporated them into the closing set files. Compiled list of all corporate documents in Spanish (without any English translation provided).	9.00
10/19/07	Preuss, Jascha D. Reviewed email from S. Milan re: accounts. Revised account structure and forwarded same with cover email to working group members. Phone calls to M. Garrigo and J. Romero of Pellerano re: various issues. Revised senior and subordinated indentures.	4.50
10/22/07	Darrow, Peter V. Working on Sub Indenture with T. Bowen; Intercreditor Agreement; opinions and	6.00

Page 36

07008418 Bomchill, Fern C. Stephens Cori Capital Advisers Group Metro DESCRIPTION OF LEGAL SERVICES Hours **Date** Timekeeper Name closing documents. 9.25 Panaro, Christopher 10/22/07 Morning meeting with Will Randolph to explain procedures for closing and review all corporate documents. Prepared closing room with all documents. Revised Regulation S Senior Subordinate Note Purchase Agreement. Compiled list of corporate documents in Spanish. Evening meeting with Jascha Preuss to discuss changes to the Private Agent Agreement. Revised Officer's Certificate of MCC. 6.75 Preuss, Jascha D. 10/22/07 Office conference with P. Darrow re: closing and related issues. Email correspondence with P. Darrow re: various issues. Office conference with C. Panaro re: closing documentation. Reviewed and commented on draft Placement Agency Agreement. Revised and amended draft senior and subordinated indentures. Attention to senior P&H opinion. 6.25 Randolph, William B. 10/22/07 Working with Chris Panero with work concerning closing and setting up the closing room. 6.00 Darrow, Peter V. 10/23/07 Working on indentures/closing documents/accounts; telephone conferences with S. Byorum, M. Orellana; meeting with T. Bowen; telephone conferences with J. Preuss. 9.50 10/23/07 Panaro, Christopher Revised Private Agent Agreement. Drafted email to Dominican counsel with all diligence documents that are still pending. Reviewed estimate of CT Corporation. Conference call with Hector Gonzalez, Carlos Cortina and Jose Romero regarding Stewart Title Agreement. Revised the Secretary Certificates of MCC and each Subsidiary. Revised closing checklist. Conference call with Ana Escagedo regarding the EDSA Assignment. 8.50 10/23/07 Preuss, Jascha D. Reviewed and revised draft Placement Agency Agreement and forwarded to P. Darrow. Same for Co-Trustee Agreement. Reviewed and revised draft indentures. Various email correspondences and phone call with P. Darrow re: closing and related issues. Email correspondence with C. Cortina etc. re: share pledges. 5.00 Randolph, William B. 10/23/07 Working with Chris Panero. 0.25 10/24/07 Barry, James R. Discussion with Todd Bowen regarding tax treatment of contingent payment debt. 6.75 Bowen, Todd E. 10/24/07 Review sub note term sheet re: new terms/provisions; review market precedents for equity kickers in sub note offerings; call with Stephens; review Subordinated

Note Indenture; markup/revise Subordinated Note Indenture; call with tax

07008418 Stephens Cori Capital Advisers Group Metro Page 37 Bomchill, Fern C.

Group Metr	то	
<u>Date</u>	DESCRIPTION OF LEGAL SERVICES <u>Timekeeper Name</u>	<u>Hours</u>
	counsel re: tax impact of PIK notes and equity kicker/contingent interest.	
10/24/07	Darrow, Peter V. Working on Sub Debt Indenture plus closing documents; telephone conferences with Stephens, Citibank.	4.00
10/24/07	Panaro, Christopher Closing preparation activities.	8.00
10/24/07	Preuss, Jascha D. Reviewed and revised legal opinion; phone conference on same with J. Barcelo. Various email correspondences with MB team, MCC team (H. Gonzelez, C. Cortina), phone conference with P. Darrow and T. Bowen re: subordinated indenture. Revised senior indenture.	9.00
10/24/07	Randolph, William B. Working with Chris Panaro before he leaves and a review of all the key elements that need to be covered for closing.	4.00
10/24/07	Reisen, Natlee Review all correspondence. Hand-over meeting with C. Panaro. Meeting with J. Preuss. Review documents.	3.50
10/25/07	Bowen, Todd E. Review tax disclosures for PIK notes and contingent interest; revise subordinated note indenture.	5.00
10/25/07	Darrow, Peter V. Working on documents; telephone conferences with Stephens; reviewing revisions to Sub Indenture by T. Bowen.	6.00
10/25/07	Ferreira, Sergio S. Meeting with Peter Darrow to discuss current status of transaction.	0.25
10/25/07	Preuss, Jascha D. Revised draft senior indenture. Attention to CT Corporation issues; email correspondences with P. Darrow and N. Reisen re: the aforementioned. Email correspondence with L. Piscitelli re: account structure under Senior Indenture.	3.00
10/25/07	Reisen, Natlee Review closing checklist items. Review documents. Telephone call with L. Wellington. Redraft CT Corporation Acceptance Letter. Meeting with J. Preuss. Meeting with S. Savi. Review and draft correspondence.	3.75
10/26/07	Ferreira, Sergio S. Discussion with Natlee Reisen and general overview of closing documents.	0.50
10/26/07	Preuss, Jascha D. Office conference with N. Reisen re: closing documents and closing room. Drafted exhibits to indenture.	3.50
10/26/07	Randolph, William B. Going through closing room for review and making sure that files have been kept up to date.	2.00

07008418 Stephens Cori Capital Advisers Group Metro Page 38 Bomchill, Fern C.

	DESCRIPTION OF LEGAL SERVICES	
<u>Date</u>	Timekeeper Name	<u>Hours</u>
10/26/07	Reisen, Natlee Meeting with J. Preuss. Meeting with S. Savi. Review and analyse documents in closing room and revise closing checklist. Review correspondence.	5.50
10/29/07	Bowen, Todd E. Meeting re: comments to subordinated note indenture; revise sub note indenture.	3.00
10/29/07	Darrow, Peter V. Working on documents, including both Indentures with J. Preuss & T. Bowen; meeting with T. Bowen, J. Preuss, N. Reisen & S. Savi to review the revisions to the Sub Debt Indenture.	5.00
10/29/07	Ferreira, Sergio S. Meeting with Peter Darrow, Todd Bowen, Jascha Preuss and Natlee Reisen to discuss modified version of Subordinated Indenture.	2.00
10/29/07	Preuss, Jascha D. Revised draft senior and subordinated indenture (conforming changes, update of lien perfection and release language). Office conference with P. Darrow, T. Bowen, S. Savi, and N. Reisen re: contingent interest in sub notes. Various email correspondences re: the above.	7.50
10/29/07	Reisen, Natlee Review documents. Meeting with P. Darrow, J. Preuss, T. Bowen and S. Savi to discuss equity kickers in Subordinated Indenture. Draft and review correspondence to C. Salas, M. Orellana, and J. Barcelo. Telephone calls with J. Preuss.	6.50
10/30/07	Bowen, Todd E. Revise subordinated note indenture; review subordinated note purchase agreement.	2.75
10/30/07	Darrow, Peter V. Working on SubDebt Indenture and Senior Indenture, discussion with T. Bower & J. Preuss.	4.50
10/30/07	Ferreira, Sergio S. Discussion with Jascha Preuss regarding closing documents.	0.25
10/30/07	Montt Muller, Catalina Reading of indentures and study of the deal.	2.00
10/30/07	Preuss, Jascha D. Reviewed draft subordinated indenture and forwarded same to Stephens. Office conference and email correspondence with C. Montt and S. Savi re: assistance with exhibits to indenture. Reviewed email from H. Gonzalez with list Subject Properties. Follow up with H. Gonzalez and J. Barcelo. Email correspondence with T. Bowen re: subordinated indenture and changes to note purchase agreement.	3.75

07008418 Stephens Cori Capital Advisers Group Metro

Page 39 Bomchill, Fern C.

	DESCRIPTION OF LEGAL SERVICES	
<u>Date</u>	Timekeeper Name	<u>Hours</u>
10/30/07	Randolph, William B. Work toward closing.	1.00
10/30/07	Reisen, Natlee Review and draft correspondence. Review documents. Meeting with J. Preuss. Meeting with C. Montt.	3.00
10/31/07	Bowen, Todd E. Call with Stephens re: Subordinated Note Indenture and contingent interest; revise Subordinated Note Indenture per Stephens comments.	3.00
10/31/07	Darrow, Peter V. Reviewing revised Sub Debt Indenture; telephone conferences with C. Salas and T. Bowen regarding valuation of contingent interest; telephone conference with C. Cortina and T. Bowen; revising officers' certificates.	4.50
10/31/07	Montt Muller, Catalina Reading of indentures and study of release mechanism of liens.	4.25
10/31/07	Preuss, Jascha D. Office conference with P. Darrow and N. Reisen re: closing documents and various issues. Phone calls and email correspondences to/from L. Asilis, C. Cortina, C. Salas re: subordinated indenture / contingent interest. Revised draft senior and subordinated indentures; forwarded same to trustee and co-trustee and their respictive counsel.	6.00
10/31/07	Randolph, William B. Reviewing closing room to see if any updates necessary and providing service where needed.	1.50
10/31/07	Reisen, Natlee Review documents. Revise closing checklist. Review and draft correspondence. Meeting with P. Darrow and J. Preuss. Conference telephone call with C. Cortina, P. Darrow and J. Preuss.	5.25
11/01/07	Darrow, Peter V. Working on Sub Debt Indenture with T. Bowen; telephone conference with C. Cortina; reviewing closing documents; revising Senior Indenture.	4.50
11/01/07	Preuss, Jascha D. Reviewed senior indenture exhibits relating to release of collateral. Amended same. Drafted email memo to J. Barcelo and J. Romero regarding assistance in drafting.	2.25
11/01/07	Reisen, Natlee Review and draft correspondence. Review documents.	1.00
11/02/07	Bowen, Todd E. Revise sub note indenture.	3.50
11/02/07	Darrow, Peter V. Working on Indentures; review of account mechanics at Citibank.	4.00

07008418 Stephens Cori Capital Advisers Group Metro Page 40 Bomchill, Fern C.

•	DESCRIPTION OF LEGAL SERVICES	
<u>Date</u>	Timekeeper Name	<u>Hours</u>
11/02/07	Preuss, Jascha D. Conference call with J. Barcelo and J. Romero. Revisions to senior indenture and exhibits thereto. Various email correspondences with J. Barcelo and Citibank. Phone calls to M. Michigan and S. Nunez re: exhibits to co-trustee agreement. Email to Stewart Title re: same. Revised senior indenture and circulated draft.	5.00
11/02/07	Reisen, Natlee Review and draft correspondence. Review documents.	0.75
11/05/07	Darrow, Peter V. Reviewing/revising Indentures and Exhibits; opinions.	4.00
11/05/07	Preuss, Jascha D. Various email correspondences with C. Cortina, J. Barcelo and other team members re: various open issues and questions. Reviewed comments on Senior Indenture received from Thacher Proffitt. Forwarded same to P. Darrow.	2.75
11/05/07	Reisen, Natlee Review and revise documents. Telephone call with J. Preuss.	3.00
11/06/07	Preuss, Jascha D. Various emails and phone calls regarding exhibits to Senior Indenture and Co-Trustee Agreement.	0.75
11/06/07	Randolph, William B. Meeting with attorneys to go over status of closing.	0.75
11/06/07	Reisen, Natlee Review and revise documents. Meeting with C. Panaro. Review and draft correspondence.	3.50
11/07/07	Panaro, Christopher Morning meeting with Natlee Reisen to review all corporate documents on the closing checklist and discuss all progress in the transaction from the previous 2 weeks. Reviewed all changes made to the most recent version of the Senior Indenture. Reviewed newest draft of CT Corporate Acceptance letter for the Company and each Guarantor. Revised closing checklist to reflect all additions and changes made in the past 2 weeks.	8.00
11/07/07	Preuss, Jascha D. Various emails and phone calls re: closing documents and PPM.	0.75
11/07/07	Reisen, Natlee Discussion with J. Preuss. Review correspondence. Telephone call with P. Darrow.	1.00
11/08/07	Montt Muller, Catalina Reading of the deal's documents.	7.00
11/08/07	Panaro, Christopher Due diligence of (1) Acuerdo de Hipoteca en Segundo Rango, (2) Mortgage Agreement of Real Property, (3) Assignment of EDSA Agreement and (4) List of	8.00